

INFINERA CORP
Form 4/A
June 18, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Chandler Scott A

(Last) (First) (Middle)

C/O INFINERA CORPORATION, 169 JAVA DRIVE

(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INFINERA CORP [INFN]

3. Date of Earliest Transaction (Month/Day/Year)
06/16/2008

4. If Amendment, Date Original Filed (Month/Day/Year)
06/03/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
VP, Worldwide Sales

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|
| | | | | Code | V | Amount | | | | (A) or (D) |
| Common Stock | 06/16/2008 ⁽¹⁾ | | M | | | 364 | \$ 0.76 | 364 | D | |
| Common Stock | 06/16/2008 ⁽¹⁾ | | M | | | 1,368 | \$ 1.32 | 1,732 | D | |
| Common Stock | 06/16/2008 ⁽¹⁾ | | M | | | 1,301 | \$ 2 | 3,033 | D | |
| Common Stock | 06/16/2008 ⁽¹⁾ | | M | | | 312 | \$ 2.24 | 3,345 | D | |
| Common Stock | 06/16/2008 ⁽¹⁾ | | S ⁽²⁾ | | | 3,345 | \$ 13.9171 | 0 | D | |

(3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|-------------------------------|
| | | | | | | Date Exercisable | Expiration Date | | |
| Employee stock option (right to buy) | \$ 0.76 | 06/16/2008 ⁽¹⁾ | | M | 364 | ⁽⁴⁾ | 02/02/2015 | Common Stock | 364 |
| Employee stock option (right to buy) | \$ 1.32 | 06/16/2008 ⁽¹⁾ | | M | 1,368 | ⁽⁵⁾ | 11/28/2015 | Common Stock | 1,368 |
| Employee stock option (right to buy) | \$ 2 | 06/16/2008 ⁽¹⁾ | | M | 1,301 | ⁽⁶⁾ | 08/08/2016 | Common Stock | 1,301 |
| Employee stock option (right to buy) | \$ 2.24 | 06/16/2008 ⁽¹⁾ | | M | 312 | ⁽⁷⁾ | 07/06/2014 | Common Stock | 312 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Chandler Scott A
C/O INFINERA CORPORATION
169 JAVA DRIVE
SUNNYVALE, CA 94089

VP, Worldwide Sales

Signatures

/s/ Michael O. McCarthy, by power of attorney

06/18/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
This report on Form 4/A amends the Form 4 filed on June 3, 2008 by the reporting person to correct June 2, 2008 as the Date of Earliest Transaction and Transaction Date. Due to broker error, the trade made on June 2, 2008 was broken and re-executed on June 16, 2008 so June 16, 2008 is the actual Date of Earliest Transaction and Transaction Date.
- (1) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 24, 2007.
- (2) This Form 4/A reports the price at which the reporting person disposed of the securities on June 16, 2008, which is higher than the market price on the Transaction Date, because the broker agreed to make the reporting person whole for the difference due to the broker error.
- (3) The option is subject to an early exercise provision and is immediately exercisable. One forty-eighth of the shares subject to the option vested on December 18, 2004 and one forty-eighth of the shares shall vest monthly thereafter.
- (4) The option is subject to an early exercise provision and is immediately exercisable. One forty-eighth of the shares subject to the option vested on August 26, 2005 and one forty-eighth of the shares shall vest monthly thereafter.
- (5) The option is subject to an early exercise provision and is immediately exercisable. One forth-eighth of the shares subject to the option vested on July 29, 2006 and one forty-eighth of the shares shall vest monthly thereafter.
- (6) The option is subject to an early exercise provision and is immediately exercisable. One forty-eighth of the shares subject to the option vested on June 27, 2004 and one forty-eighth of the shares shall vest monthly thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.