INFINERA CORP

Form 4

December 12, 2007

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * MCCARTHY MICHAEL O III

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

INFINERA CORP [INFN]

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 12/10/2007

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

VP and General Counsel

10% Owner

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

C/O INFINERA CORPORATION, 169 JAVA **DRIVE**

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

X_ Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

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(City)	(State)	(Zip) Tak	ole I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock	12/10/2007		Code V $S_{\underline{(1)}}$	Amount 5,000	(D)	Price \$ 18.85	187,844	D	
Common Stock	12/10/2007		S <u>(1)</u>	5,000	D	\$ 18.9	182,844	D	
Common Stock	12/10/2007		S <u>(1)</u>	10,000	D	\$ 19.34	172,844	D	
Common Stock	12/11/2007		S(1)	2,300	D	\$ 19.15	170,544	D	
Common Stock	12/11/2007		S <u>(1)</u>	2,000	D	\$ 19.16	168,544	D	

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Common Stock	12/11/2007	S <u>(1)</u>	5,000	D	\$ 19.2035	163,544	D
Common Stock	12/11/2007	S(1)	700	D	\$ 19.3	162,844	D

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.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transac Code (Instr. 8	5. etionNumber of s) Derivatir Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day, we es d	ate	7. Titl Amou Under Securi (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)
				Code	V (A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	orting Owner Name / Address			
	Director	10% Owner	Officer	Other

MCCARTHY MICHAEL O III C/O INFINERA CORPORATION 169 JAVA DRIVE SUNNYVALE, CA 94089

VP and General Counsel

Signatures

Person

/s/ Michael O.

McCarthy

**Signature of Reporting

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).

Reporting Owners 2

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(1) Shares reported on this Form 4 were effected pursuant to Rule 10b5-1 trading plans adopted by the reporting person on August 24, 2007 and August 30, 2007.

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.