INFINERA CORP Form 4 January 03, 2008

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

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

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Cumpston William R

2. Issuer Name and Ticker or Trading Symbol

Issuer

(Last)

(First) (Middle) INFINERA CORP [INFN]

(Check all applicable)

(City)

(Zin)

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

Director 10% Owner Other (specify X\_ Officer (give title

5. Relationship of Reporting Person(s) to

C/O INFINERA CORPORATION, 169 JAVA

(Street)

(State)

**DRIVE** 

below) VP, Systems Engineering

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

12/31/2007

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

SUNNYVALE, CA 94089

(City)	(State) (2	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date		3.	4. Securi			5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or					Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Securities Form: I Beneficially (D) or Owned Indirect Following (Instr. 4 Reported Transaction(s) (Instr. 3 and 4)  Price \$2 5,000 D		Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	12/31/2007		M	5,000	A	\$ 2	5,000	D	
Common Stock	12/31/2007		S <u>(1)</u>	5,000	D	\$ 15	0	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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# 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. 3. Transaction Date Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy) (2)	\$ 2	12/31/2007		M	5,000	(3)	08/08/2016	Common Stock	5,000

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Cumpston William R C/O INFINERA CORPORATION 169 JAVA DRIVE SUNNYVALE, CA 94089

VP, Systems Engineering

### **Signatures**

/s/ Michael O. McCarthy, by power of attorney 01/03/2008

\*\*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).
- (1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 31, 2007.
- (2) This option was previously reported as an Employee stock option and a Non-qualified stock option, for the sake of clarity it has been combined to account for the intial option grant of 375,000 shares on August 8, 2006.
- (3) The option is subject to an early exercise provision and is immediately exercisable. One-fourth of the shares subject to the option vested on June 26, 2007 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.

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