INFINERA CORP Form 4

January 04, 2011

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

0.5

Estimated average burden hours per

OMB APPROVAL

response...

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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

(Print or Type Responses)

1(b).

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First)

(Middle)

INFINERA CORP [INFN]

(Check all applicable)

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

3. Date of Earliest Transaction

(Month/Day/Year) 12/31/2010

Director 10% Owner _X__ Officer (give title Other (specify below)

below)

Chief Legal & Admin Officer

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

SUNNYVALE, CA 94089

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secu	rities Acquir	ed, 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. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of	` ′	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	12/31/2010		M	18,750	A	\$ 0	20,636	D	
Common Stock	12/31/2010		F	5,991	D	\$ 10.33	14,645	D	
Common Stock	01/03/2011		S <u>(1)</u>	2,552	D	\$ 10.543 (2)	12,093	D	
Common Stock	01/04/2011		S <u>(1)</u>	2,552	D	\$ 10.3794 (3)	9,541	D	

Edgar Filing: INFINERA CORP - Form 4

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)

De Sec (In

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. Transacti Code (Instr. 8)	5. Number of stionDerivative Securities b) Acquired (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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(4)</u>	12/31/2010		M		18,750	<u>(5)</u>	<u>(5)</u>	Common Stock	18,750
Restricted Stock Units	<u>(4)</u>						<u>(6)</u>	<u>(6)</u>	Common Stock	35,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

Chief Legal & Admin Officer

Signatures

/s/ Michael O. 01/04/2011 McCarthy

**Signature of Reporting Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

- If the form is fried by more than one reporting person, see instruction 4(0)(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 sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 26, 2010.

(2)

Reporting Owners 2

Edgar Filing: INFINERA CORP - Form 4

The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$10.30 to \$10.67 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) and (3) to this Form 4.

- (3) The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$10.22 to \$10.61 per share.
- (4) Each restricted stock unit represents a contingent right to receive one share of INFN common stock.
- (5) The restricted stock units fully vested on December 31, 2010.
- (6) The restricted stock units fully vest on April 1, 2011.

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.