

INFINERA CORP  
Form 4  
December 18, 2007

**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 \*  
Cumpston William R

(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)  
12/17/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
VP, Systems Engineering

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/17/2007		M		2,500	D	
Common Stock	12/17/2007		S <sup>(1)</sup>		293	D	
Common Stock	12/17/2007		S <sup>(1)</sup>		200	D	
Common Stock	12/17/2007		S <sup>(1)</sup>		199	D	
Common Stock	12/17/2007		S <sup>(1)</sup>		51	D	

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Common Stock	12/17/2007	S <sup>(1)</sup>	7	D	\$ 16.8	1,750	D
Common Stock	12/17/2007	S <sup>(1)</sup>	250	D	\$ 16.81	1,500	D
Common Stock	12/17/2007	S <sup>(1)</sup>	500	D	\$ 16.93	1,000	D
Common Stock	12/17/2007	S <sup>(1)</sup>	300	D	\$ 16.94	700	D
Common Stock	12/17/2007	S <sup>(1)</sup>	200	D	\$ 16.95	500	D
Common Stock	12/17/2007	S <sup>(1)</sup>	250	D	\$ 16.96	250	D
Common Stock	12/17/2007	S <sup>(1)</sup>	250	D	\$ 16.97	0	D

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

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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 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
Non-qualified stock option (right to buy)	\$ 2	12/17/2007		M	2,500	<u>(2)</u> 08/08/2016	Common Stock	2,500	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other  
VP, Systems Engineering

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

## Signatures

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

12/18/2007

\_\_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) 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.

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