INFINERA CORP

Form 4

November 20, 2008

FORM 4

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

OMB

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Estimated average

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **BALKANSKI ALEXANDRE**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

11/18/2008

(Last) (First) (Middle) INFINERA CORP [INFN]

(Check all applicable)

C/O INFINERA

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

_X__ Director Officer (give title

10% Owner _ Other (specify

CORPORATION, 169 JAVA **DRIVE**

> (Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

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

SUNNYVALE, CA 94089

(City)	(State)	(Zip) Tab	ole I - Non-	-Derivative S	Securi	ties Acquir	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. Transactic Code (Instr. 8)	4. Securities of Dispose (Instr. 3, 4) Amount	d of (I	D)	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	11/18/2008		P	512,000	A	\$ 7.0515 (1)	512,000	I	See footnote.
Common Stock	11/19/2008		P	498,400	A	\$ 7.4632 (3)	1,010,400	I	See footnote.
Common Stock	11/20/2008		P	555,000	A	\$ 7.175 (4)	1,565,400	I	See footnote.
Common							2,657,763	I	See

Stock footnote. (5)

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

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SEC 1474

(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)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	7. Title Amoun Underly Securiti (Instr. 3	ount of lerlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BALKANSKI ALEXANDRE C/O INFINERA CORPORATION 169 JAVA DRIVE SUNNYVALE, CA 94089	X						

Signatures

/s/ Michael O. McCarthy, as power of attorney 11/20/2008

**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).
- The purchase price reported in column 4 of Table 1 represents the weighted average purchase price of the shares ranging from \$6.72 to (1) \$7.38 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 purchased at each separate price.

(2)

Reporting Owners 2

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Shares are held directly by Benchmark Capital Partners VI, L.P., as nominee ("BCP VI"). The Reporting Person is a managing member of Benchmark Capital Management Co. VI, L.L.C. ("BCMC VI"), the general partner of BCP VI, and may be deemed to share voting and dispositive power over the shares that may be deemed beneficially held by BCMC VI. The Reporting Person disclaims beneficial ownership of all such shares except to the extent of his pecuniary interest therein.

- The purchase price reported in column 4 of Table 1 represents the weighted average purchase price of the shares ranging from \$7.23 to \$7.70 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 purchased at each separate price.
- The purchase price reported in column 4 of Table 1 represents the weighted average purchase price of the shares ranging from \$6.76 to \$7.60 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 purchased at each separate price.
- Shares are held directly by Benchmark Capital Partners IV, L.P., as nominee ("BCP IV"). The Reporting Person is a managing member of
 Benchmark Capital Management Co. IV, L.L.C. ("BCMC IV"), the general partner of BCP IV, and may be deemed to share voting and
 dispositive power over the shares that may be deemed beneficially held by BCMC IV. The Reporting Person disclaims beneficial
 ownership of all such shares except to the extent of his pecuniary interest therein.

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.