

INFINERA CORP  
Form 4  
January 03, 2008

**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 \*  
Chandler Scott A

(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)  
01/02/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
VP, Worldwide Sales

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common Stock	01/02/2008		M			364	\$ 0.76	364	D	
Common Stock	01/02/2008		M			1,368	\$ 1.32	1,732	D	
Common Stock	01/02/2008		M			19,184	\$ 2	20,916	D	
Common Stock	01/02/2008		M			13,435	\$ 2.24	34,351	D	
Common Stock	01/02/2008		M			16,497	\$ 13	50,848	D	

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Common Stock	01/02/2008	S <sup>(1)</sup>	7,500	D	\$ 14.61	43,348	D
Common Stock	01/02/2008	S <sup>(1)</sup>	19,487	D	\$ 14.65	23,861	D
Common Stock	01/02/2008	S <sup>(1)</sup>	5,500	D	\$ 14.75	18,361	D
Common Stock	01/02/2008	S <sup>(1)</sup>	7,000	D	\$ 14.85	11,361	D
Common Stock	01/02/2008	S <sup>(1)</sup>	1,266	D	\$ 15.04	10,095	D
Common Stock	01/02/2008	S <sup>(1)</sup>	2,380	D	\$ 15.07	7,715	D
Common Stock	01/02/2008	S <sup>(1)</sup>	1,798	D	\$ 15.08	5,917	D
Common Stock	01/02/2008	S <sup>(1)</sup>	151	D	\$ 15.09	5,766	D
Common Stock	01/02/2008	S <sup>(1)</sup>	1,316	D	\$ 15.1	4,450	D
Common Stock	01/02/2008	S <sup>(1)</sup>	50	D	\$ 15.11	4,400	D
Common Stock	01/02/2008	S <sup>(1)</sup>	1,899	D	\$ 15.13	2,501	D
Common Stock	01/02/2008	S <sup>(1)</sup>	1,235	D	\$ 15.18	1,266	D
Common Stock	01/02/2008	S <sup>(1)</sup>	1,266	D	\$ 15.2	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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Title

						Expiration Date	
Employee stock option (right to buy)	\$ 0.76	01/02/2008	M	364	12/18/2004 <sup>(2)</sup>	02/02/2015	Common Stock
Employee stock option (right to buy)	\$ 1.32	01/02/2008	M	1,368	08/26/2005 <sup>(3)</sup>	11/28/2015	Common Stock
Non-qualified stock option (right to buy)	\$ 2	01/02/2008	M	4,685	07/29/2006 <sup>(4)</sup>	08/08/2016	Common Stock
Employee stock option (right to buy)	\$ 2	01/02/2008	M	14,499	07/29/2006 <sup>(4)</sup>	08/08/2016	Common Stock
Employee stock option (right to buy)	\$ 2.24	01/02/2008	M	13,435	06/27/2004 <sup>(5)</sup>	07/06/2014	Common Stock
Non-qualified stock option (right to buy)	\$ 13	01/02/2008	M	16,497	05/24/2007 <sup>(6)</sup>	06/06/2017	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chandler Scott A C/O INFINERA CORPORATION 169 JAVA DRIVE SUNNYVALE, CA 94089			VP, Worldwide Sales	

## 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 24, 2007.
  - (2) The option is subject to an early exercise provision and is immediately exercisable. One forty-eighth of the shares subject to the option vested on December 18, 2004 and one forty-eighth of the shares shall vest monthly thereafter.
  - (3) The option is subject to an early exercise provision and is immediately exercisable. One forty-eighth of the shares subject to the option vested on August 26, 2005 and one forty-eighth of the shares shall vest monthly thereafter.

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- (4) The option is subject to an early exercise provision and is immediately exercisable. One forty-eighth of the shares subject to the option vested on July 29, 2006 and one forty-eighth of the shares shall vest monthly thereafter.
- (5) The option is subject to an early exercise provision and is immediately exercisable. One forty-eighth of the shares subject to the option vested on June 27, 2004 and one forty-eighth of the shares shall vest monthly thereafter.
- (6) The option vests in sixty equal monthly installments beginning on May 24, 2007.

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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