

Chandler Scott A
 Form 4
 March 03, 2008

FORM 4

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

OMB APPROVAL

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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)
 02/28/2008

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 | 03/03/2008 | | M | | | 364 | \$ 0.76 | 364 | D | |
| Common Stock | 03/03/2008 | | M | | | 1,368 | \$ 1.32 | 1,732 | D | |
| Common Stock | 03/03/2008 | | M | | | 1,301 | \$ 2 | 3,033 | D | |
| Common Stock | 03/03/2008 | | M | | | 312 | \$ 2.24 | 3,345 | D | |
| Common Stock | 03/03/2008 | | S ⁽¹⁾ | | | 1,430 | \$ 10.76 | 1,915 | D | |

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| | | | | | | | |
|--------------|------------|-------------------------|-------|---|------------|-------|---|
| Common Stock | 03/03/2008 | <u>S</u> ⁽¹⁾ | 399 | D | \$ 10.7614 | 1,516 | D |
| Common Stock | 03/03/2008 | <u>S</u> ⁽¹⁾ | 516 | D | \$ 10.7628 | 1,000 | D |
| Common Stock | 03/03/2008 | <u>S</u> ⁽¹⁾ | 1,000 | D | \$ 10.765 | 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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | Amount of Underlying Security |
|---|--|--------------------------------------|--|--------------------------------|--|-------|--|-----------------|---|-------------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Employee stock option (right to buy) | \$ 13 | 02/28/2008 | | A | 100,000 | | <u>(2)</u> | 02/28/2018 | Common Stock | 100,000 |
| Employee stock option (right to buy) | \$ 0.76 | 03/03/2008 | | M | | 364 | <u>(3)</u> | 02/02/2015 | Common Stock | 364 |
| Employee stock option (right to buy) | \$ 1.32 | 03/03/2008 | | M | | 1,368 | <u>(4)</u> | 11/28/2015 | Common Stock | 1,368 |
| Employee stock option (right to buy) ⁽⁷⁾ | \$ 2 | 03/03/2008 | | M | | 1,301 | <u>(5)</u> | 08/08/2016 | Common Stock | 1,301 |
| Employee stock option | \$ 2.24 | 03/03/2008 | | M | | 312 | <u>(6)</u> | 07/06/2014 | Common Stock | 312 |

(right to
buy)

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 03/03/2008

__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 vests in sixty equal monthly installments beginning on March 28, 2008.
- (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 December 18, 2004 and one forty-eighth of the shares shall vest monthly thereafter.
- (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 August 26, 2005 and one forty-eighth of the shares shall vset monthly thereafter.
- (5) The option is subject to an early exercise provision and is immediately exercisable. One forth-eighth of the shares subject to the option vested on July 29, 2006 and one forty-eighth of the shares shall vest monthly thereafter.
- (6) 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 forthy-eighth of the shares shall vest monthly thereafter.
- (7) 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 initial option grant of 62,500 shares on August 8, 2006.

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.