

INFINERA CORP
Form 4
August 18, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Singh Jagdeep

(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)
08/18/2008

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)
Chairman, President & CEO

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 Indirect Beneficial Ownership (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price			
Common Stock	08/18/2008		S ⁽¹⁾			16,000	D	\$ 11.4342 <u>(2)</u>	1,942,596 ⁽³⁾ <u>(4)</u>	I	See footnote. <u>(5)</u>
Common Stock									48,618 ⁽⁶⁾	D	
Common Stock									116,499 ⁽³⁾	I	See footnote. <u>(7)</u>
Common Stock									116,449 ⁽⁴⁾	I	See footnote.

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)	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Singh Jagdeep C/O INFINERA CORPORATION 169 JAVA DRIVE SUNNYVALE, CA 94089	X		Chairman, President & CEO	

Signatures

/s/ by Michael O. McCarthy, power of attorney 08/18/2008

__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 sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 24, 2007.
- (2) The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$11.33 to \$11.45 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.

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- (3) Since the date of the Reporting Person's last ownership report, 6,345 shares held by the Roshni Singh Annuity Trust dated 6/21/06 were re-registered to the Singh Family Trust U/D/T dated 10/3/96.
- (4) Since the date of the Reporting Person's last ownership report, 6,345 shares held by the Jagdeep Singh Annuity Trust dated 6/21/06 were re-registered to the Singh Family Trust U/D/T dated 10/3/96.
- (5) Shares held directly by the Singh Family Trust U/D/T dated 10/3/96 for which the Reporting Person serves as trustee.
- (6) Includes 2,077 shares and 1,742 shares acquired under the Infinera Corporation Employee Stock Purchase Plan on February 15, 2008 and August 15, 2008, respectively.
- (7) Shares held directly by the Roshni Singh Annuity Trust dated 6/21/06 for which the Reporting Person serves as trustee.
- (8) Shares held directly by the Jagdeep Singh Annuity Trust dated 6/21/06 for which the Reporting Person serves as trustee.

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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