

INFINERA CORP  
Form 4  
December 07, 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)  
12/05/2007

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, Systems Engineering

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) Price			
Common Stock	12/05/2007		M	2,500 A \$ 2	2,500	D	
Common Stock	12/05/2007		M	8,000 A \$ 2	10,500	D	
Common Stock	12/05/2007		S <sup>(1)</sup>	800 D \$ 19.23	9,700	D	
Common Stock	12/05/2007		S <sup>(1)</sup>	800 D \$ 19.74	8,900	D	
Common Stock	12/05/2007		S <sup>(1)</sup>	800 D \$ 19.75	8,100	D	

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Common Stock	12/05/2007	S <sup>(1)</sup>	800	D	\$ 19.77	7,300	D
Common Stock	12/05/2007	S <sup>(1)</sup>	3,025	D	\$ 19.8	4,275	D
Common Stock	12/05/2007	S <sup>(1)</sup>	100	D	\$ 19.81	4,175	D
Common Stock	12/05/2007	S <sup>(1)</sup>	875	D	\$ 19.82	3,300	D
Common Stock	12/05/2007	S <sup>(1)</sup>	800	D	\$ 19.87	2,500	D
Common Stock	12/05/2007	S <sup>(1)</sup>	2,500	D	\$ 20	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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee stock option (right to buy)	\$ 2	12/05/2007		M	2,500	(2)	08/08/2016	Common Stock	2,500
Non-qualified stock option (right to buy)	\$ 2	12/05/2007		M	8,000	(2)	08/08/2016	Common Stock	8,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

VP, Systems Engineering

## Signatures

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

12/07/2007

\_\_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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