

MAYDAN DAN  
Form 4  
December 08, 2010

**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 \*  
MAYDAN DAN

(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)  
12/06/2010

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)

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                    | 12/06/2010                           |  | M                              |   | 58,333  | A  | \$ 7.45   |
| Common Stock                    | 12/06/2010                           |  | S <sup>(1)</sup>               |   | 58,333  | D  | 9.3104  |
| Common Stock                    |                                      |  |                                |   |   |  | 54,597 <sup>(3)</sup>                                 |
| Common Stock                    |                                      |  |                                |   |   |  | 13,803 <sup>(5)</sup>                                 |

See footnote <sup>(4)</sup>

See footnote

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-qualified stock option (right to buy)  | \$ 7.45  | 12/06/2010                           |  | M                              | 58,333  | <u>(7)</u> 08/10/2019                                    | Common Stock  | 58,333                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MAYDAN DAN<br>C/O INFINERA CORPORATION<br>169 JAVA DRIVE<br>SUNNYVALE, CA 94089 |               | X         |         |       |

## Signatures

/s/ Michael O. McCarthy, by power of attorney  
Date: 12/08/2010

\*\*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 12, 2010.
- (2) The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$9.30 to \$9.355 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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- Excludes an aggregate of 4,297 shares previously reported as held directly by the Maydan Marital Share One UAD 05/06/00 for which the Reporting Person serves as trustee (the "Maydan UAD 05/06/00") which were re-registered on various dates between August 27, 2009 and August 5, 2010 and are now held directly by the Dan Maydan 1981 Marital Share 1 U/A DTD 03/26/81 for which the Reporting Person serves as Trustee (the "Maydan 1981 Trust").
- (3) Shares held directly by the Maydan UAD 05/06/00.
  - (4) Includes an aggregate of 4,297 shares previously reported as held directly by the Maydan UAD 05/06/00 which were re-registered on various dates between August 27, 2009 and August 5, 2010 and are now held directly by the Maydan 1981 Trust.
  - (5) Shares held directly by the Maydan 1981 Trust.
  - (6) The option, representing a right to purchase a total of 100,000 shares, vests in twenty-four equal monthly installments beginning on September 10, 2009.
  - (7)

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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