

Chandler Scott A
Form 4
July 02, 2008

FORM 4

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

OMB APPROVAL

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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 *			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer	
Chandler Scott A			INFINERA CORP [INFN]		(Check all applicable)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	
C/O INFINERA			07/01/2008		<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
CORPORATION, 169 JAVA					VP, Worldwide Sales	
DRIVE						
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line)	
SUNNYVALE, CA 94089					<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City)	(State)	(Zip)				

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 Indirect Beneficial Ownership (Instr. 4)
				Code	V Amount (D) Price			
Common Stock	07/01/2008		M		364 A \$ 0.76	364	D	
Common Stock	07/01/2008		M		1,368 A \$ 1.32	1,732	D	
Common Stock	07/01/2008		M		1,301 A \$ 2	3,033	D	
Common Stock	07/01/2008		M		5 A \$ 2.24	3,038	D	
Common Stock	07/01/2008		S ⁽¹⁾		3,038 D \$ 8.3838	0	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Amount or Number of Shares
Employee stock option (right to buy)	\$ 0.76	07/01/2008		M	364	⁽²⁾ 02/02/2015	Common Stock	364
Employee stock option (right to buy)	\$ 1.32	07/01/2008		M	1,368	⁽³⁾ 11/28/2015	Common Stock	1,368
Employee stock option (right to buy)	\$ 2	07/01/2008		M	1,301	⁽⁴⁾ 08/08/2016	Common Stock	1,301
Employee stock option (right to buy)	\$ 2.24	07/01/2008		M	5	⁽⁵⁾ 07/06/2014	Common Stock	312

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			VP, Worldwide Sales	

Chandler Scott A
C/O INFINERA CORPORATION
169 JAVA DRIVE
SUNNYVALE, CA 94089

Signatures

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

07/02/2008

**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.
- (4) The option is subject to an early exercise provision and is immediately exercisable. One fourth-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 fourth-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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