

INFINERA CORP

Form 3

June 06, 2007

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *Â MCCARTHY MICHAEL O
III

(Last) (First) (Middle)

C/O INFINERA
CORPORATION,Â 169 JAVA
DRIVE

(Street)

SUNNYVALE,Â CAÂ 94089

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
06/06/20073. Issuer Name **and** Ticker or Trading Symbol
INFINERA CORP [INFN]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
VP and General Counsel6. 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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

174,326

D Â

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial
Ownership

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			(Instr. 4)		Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series G Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	18,518	\$ (1)	D	Â
Employee stock option (right to buy)	Â (2)	05/16/2013	Common Stock	5,937	\$ 1.84	D	Â
Employee stock option (right to buy)	Â (3)	11/28/2015	Common Stock	35,985	\$ 1.32	D	Â
Employee stock option (right to buy)	Â (4)	08/08/2016	Common Stock	85,000	\$ 2	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCARTHY MICHAEL O III C/O INFINERA CORPORATION 169 JAVA DRIVE SUNNYVALE,Â CAÂ 94089	Â	Â	Â VP and General Counsel	Â

Signatures

/s/ Michael O.
McCarthy III

06/06/2007

__Signature of Reporting
Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 Series G Convertible Preferred Stock shall automatically convert into Common Stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering of common stock.

The option is subject to an early exercise provision and is immediately exercisable. An option to purchase 47,500 shares was granted on

(2) May 16, 2003 and was exercised in part prior to the date on which the Reporting Person became subject to Section 16. One-fourth of the shares subject to the option vested on May 5, 2004 and one forty-eighth of the shares shall vest monthly thereafter.

The option is subject to an early exercise provision and is immediately exercisable. An option to purchase 47,727 shares was granted on

(3) November 28, 2005 and was exercised in part prior to the date on which the Reporting Person became subject to Section 16. 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.

The option is subject to an early exercise provision and is immediately exercisable. An option to purchase 100,000 shares was granted on

(4) August 8, 2006 and was exercised in part prior to the date on which the Reporting Person became subject to Section 16. One forty-eighth of the shares subject to the option vested on July 29, 2006 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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