

INFINERA CORP
Form 4
June 13, 2007

FORM 4

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

OMB APPROVAL

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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 *
Welch David F

(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)
06/12/2007

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)
Chief Mktg & Strategy Officer

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)
				(A) or (D)	Price		
Common Stock	06/12/2007		C	16,355	A <u>(1)</u> 16,355	I	See footnote (2)
Common Stock	06/12/2007		C	186,011	A <u>(3)</u> 186,011	I	See footnote (4)
Common Stock	06/12/2007		C	981,977	A <u>(5)</u> 1,167,988	I	See footnote (4)
Common Stock	06/12/2007		C	46,296	A <u>(6)</u> 1,214,284	I	See

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Stock			footnote <u>(4)</u>
Common Stock	329,998	D	
Common Stock	553,750	I	See footnote <u>(7)</u>
Common Stock	500,000	I	See footnote <u>(8)</u>

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Series A Convertible Preferred Stock	<u>(1)</u>	06/12/2007		C	15,833	<u>(1)</u> <u>(1)</u>	Common Stock 16,355
Series D Convertible Preferred Stock	<u>(3)</u>	06/12/2007		C	186,011	<u>(3)</u> <u>(3)</u>	Common Stock 186,011
Series E Convertible Preferred Stock	<u>(5)</u>	06/12/2007		C	981,977	<u>(5)</u> <u>(5)</u>	Common Stock 981,977
Series G Convertible Preferred Stock	<u>(6)</u>	06/12/2007		C	46,296	<u>(6)</u> <u>(6)</u>	Common Stock 46,296

