

INFINERA CORP
Form 4
December 06, 2007

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Chandler Scott A

(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)
12/04/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
VP, Worldwide Sales

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	12/04/2007		M		13,122	A	\$ 0.76	13,122	D
Common Stock	12/04/2007		M		36,878	A	\$ 1.32	50,000	D
Common Stock	12/04/2007		S ⁽¹⁾		50,000	D	\$ 19.78	0	D
Common Stock	12/05/2007		M		2,003	A	\$ 1.32	2,003	D
Common Stock	12/05/2007		M		33,750	A	\$ 1.84	35,753	D

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Common Stock	12/05/2007	M	4,247	A	\$ 2	40,000	D
Common Stock	12/05/2007	S ⁽¹⁾	40,000	D	\$ 19.75	0	D

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 0.76	12/04/2007		M		13,122		12/18/2004 ⁽²⁾	02/02/2015	Common Stock	13,122
Employee stock option (right to buy)	\$ 1.32	12/04/2007		M		36,878		08/26/2005 ⁽³⁾	11/28/2015	Common Stock	36,878
Employee stock option (right to buy)	\$ 1.32	12/05/2007		M		2,003		08/26/2005 ⁽³⁾	11/28/2015	Common Stock	2,003
Employee stock option (right to buy)	\$ 1.84	12/05/2007		M		33,750		05/15/2004 ⁽⁴⁾	05/16/2013	Common Stock	33,750
Employee stock option	\$ 2	12/05/2007		M		4,247		07/29/2006 ⁽⁵⁾	08/08/2016	Common Stock	4,247

