

Brennan Ita M
 Form 4
 August 09, 2010

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 *
 Brennan Ita M

(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)
 08/05/2010

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)
 Chief Financial 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	08/05/2010		M	1,504	A \$ 0	6,141	D
Common Stock	08/06/2010		S ⁽¹⁾	575	D \$ 8.958	5,566	D

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. Price or Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted stock units	(3)	08/05/2010		M	715	(4)	(4)	Common Stock	715
Restricted stock units	(3)	08/05/2010		M	789	(5)	(5)	Common Stock	789
Restricted stock units	(3)					(6)	(6)	Common Stock	5,280
Restricted stock units	(3)					(7)	(7)	Common Stock	12,500
Restricted stock units	(3)					(8)	(8)	Common Stock	16,500
Restricted stock units	(3)					(9)	(9)	Common Stock	4,050
Restricted stock units	(3)					(10)	(10)	Common Stock	37,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brennan Ita M C/O INFINERA CORPORATION 169 JAVA DRIVE SUNNYVALE, CA 94089			Chief Financial Officer	

Signatures

/s/ Michael O. McCarthy, by power of attorney 08/09/2010

**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 reported sale was effected to satisfy the Reporting Person's tax obligation in connection with the issuance of shares pursuant to the vesting of restricted stock units on August 5, 2010.

The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$8.94 to \$8.9582 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.
- (2) Each restricted stock unit represents a contingent right to receive one share of INFN common stock.
- (3) The remaining restricted stock units vest in ten equal quarterly installments beginning on November 5, 2010.
- (4) The remaining restricted stock units vest in fourteen equal quarterly installments beginning on November 5, 2010.
- (5) The restricted stock units vest in three equal annual installments beginning on October 1, 2010.
- (6) The restricted stock units fully vest on December 31, 2010.
- (7) The restricted stock units fully vest on April 1, 2011.
- (8) The restricted stock units vest in three equal annual installments beginning on April 1, 2011.
- (9) The restricted stock units vest in four equal annual installments beginning on July 1, 2011.
- (10)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.