

Singh Jagdeep
Form 4
July 08, 2009

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Singh Jagdeep

(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)
07/06/2009

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)
Chairman, President & CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/30/2009		G	V	108,723	D	\$ 0	0 <u>(1)</u>	I	See footnote <u>(2)</u>
Common Stock	06/30/2009		G	V	108,723	D	\$ 0	0 <u>(3)</u>	I	See footnote <u>(4)</u>
Common Stock	07/06/2009		S <u>(5)</u>		16,000	D	\$ 8.5861 <u>(6)</u>	1,559,110 <u>(7)</u>	I	See footnote <u>(8)</u>

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

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.

SEC 1474
(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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Singh Jagdeep C/O INFINERA CORPORATION 169 JAVA DRIVE SUNNYVALE, CA 94089	X Chairman, President & CEO

Signatures

/s/ by Michael O. McCarthy, power of attorney 07/08/2009

**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).

Excludes 7,776 shares previously held directly by the Roshni Singh Annuity Trust dated 6/21/2006 for which the Reporting Person serves as trustee (the "R. Singh Annuity Trust") which were transferred on June 30, 2009 and are now held directly by the Singh Family Trust U/D/T dated 10/3/96 for which the Reporting Person serves as trustee (the "Singh Family Trust").

(2) Shares held directly by the R. Singh Annuity Trust.

Excludes 7,776 shares previously held directly by the Jagdeep Singh Annuity Trust dated 6/21/2006 for which the Reporting Person serves as trustee (the "J. Singh Annuity Trust") which were transferred on June 30, 2009 and are now held directly by the Singh Family Trust.

(4) Shares held directly by the J. Singh Annuity Trust.

Edgar Filing: Singh Jagdeep - Form 4

- (5) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 29, 2008.

The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$8.51 to \$8.83

- (6) 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.

- (7) Includes 7,776 shares previously held directly by the R. Singh Annuity Trust and 7,776 shares previously held directly by the J. Singh Annuity Trust which were transferred on June 30, 2009 and are now held directly by the Singh Family Trust.

- (8) Shares held directly by the Singh Family Trust.

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.