

Fallon Thomas J
Form 4
August 12, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fallon Thomas J

(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)
08/10/2009

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)

Chief Operating Officer

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)
Common Stock				(A) or (D)	0 ⁽¹⁾	D	
Common Stock					31,104 ⁽²⁾	I	See footnote. ⁽³⁾
Common Stock					191,937	I	See footnote. ⁽⁴⁾
Common Stock					191,937	I	See footnote.

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Common Stock	10,774	I	(5) See footnote. (6)
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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 of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 7.45	08/10/2009		A		150,000		<u>(7)</u>	08/10/2019	Common Stock	150,000
Restricted Stock Units	<u>(8)</u>	08/10/2009		A		75,000		<u>(9)</u>	<u>(10)</u>	Common Stock	75,000

Reporting Owners

Reporting Owner Name / Address	Relationships
Fallon Thomas J C/O INFINERA CORPORATION 169 JAVA DRIVE SUNNYVALE, CA 94089	Director 10% Owner Officer Other
	Chief Operating Officer

Signatures

/s/ Michael O. McCarthy, by power of attorney 08/12/2009

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).

(1) Excludes 2,184 shares acquired by the Reporting Person under the Infinera Corporation Employee Stock Purchase Plan on February 17, 2009 which were re-registered on February 18, 2009 and are now held directly by the Fallon Family Revocable Trust dated 9/7/94 for which the Reporting Person serves as trustee (the "Fallon Family Trust") and 2,239 shares previously held directly by the Reporting Person which were re-registered on March 4, 2009 and are now held directly by the Fallon Family Trust. In Forms 4 filed between October 2, 2008 and February 10, 2009, the Reporting Person mistakenly overstated his direct holdings by 250 shares. The total reported in column 5 has been adjusted to correct these past errors.

(2) Includes 2,184 shares previously held directly by the Reporting Person which were re-registered on February 18, 2009 and are now held directly by the Fallon Family Trust and 2,239 shares previously held directly by the Reporting Person which were re-registered on March 4, 2009 and are now held directly by the Fallon Family Trust.

(3) Shares held directly by the Fallon Family Revocable Trust dated 9/7/04.

(4) Shares held directly by the Shannon F. Fallon 2008 Annuity Trust A for which the Reporting Person serves as trustee.

(5) Shares held directly by the Thomas J. Fallon 2008 Annuity Trust A for which the Reporting Person serves as trustee.

(6) Shares held directly by the Reporting Person as a trustee for his minor children. The Reporting Person disclaims beneficial ownership of the shares held in trusts for his minor children, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the shares held in trusts for his minor children for purposes of Section 16 or for any other purpose.

(7) The option vests in twenty-four equal monthly installments beginning on September 10, 2009.

(8) Each restricted stock unit represents a contingent right to receive one share of INFN common stock.

(9) The restricted stock units fully vest on April 1, 2011.

(10) Not applicable.

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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