Martin Ronald D
Form 4
August 09, 2010

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Martin Ronald D

(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
__X__ Officer (give title below) _____ Other (specify 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	08/05/2010		M		6,250	A	$ 0	6,250	D	
Common Stock	08/06/2010		S(1)		1,706	D	$ 8.9581 (2)	4,544	D	
Common Stock	08/09/2010		M		12,500	A	$ 6.97	17,044	D	
Common Stock	08/09/2010		M		4,165	A	$ 8.19	21,209	D	
	08/09/2010		S		21,209	D		0	D	

Common Stock	$ 9.2039 (3)

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 or Number of Shares
Restricted Stock Units	(4)	08/05/2010		M			6,250	(5)	(5)	Common Stock	6,250
Restricted Stock Units	(4)							(6)	(6)	Common Stock	6,250
Employee Stock Option (right to buy)	$ 6.97	08/09/2010		M			12,500	(7)	08/03/2019	Common Stock	12,500
Employee Stock Option (right to buy)	$ 8.19	08/09/2010		M			4,165	(8)	11/23/2016	Common Stock	4,165

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Martin Ronald D C/O INFINERA CORPORATION			VP, Worldwide Sales	

169 JAVA DRIVE
SUNNYVALE, CA 94089

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.

(2) The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from $8.95 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 within the ranges set forth in footnotes (2) and (3) to this Form 4.

(3) The sale price reported in column 4 of Table I represents the weighted average sale price of the shares sold ranging from $9.18 to $9.23 per share.

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

(5) The remaining restricted stock units vest in three equal annual installments beginning on August 5, 2011.

(6) All of the restricted stock units vest on December 31, 2010.

(7) One-fourth of the shares subject to the option vested on August 3, 2010 and one forty-eighth of the shares shall vest monthly thereafter.

(8) The option vests in thirty-six equal monthly installments beginning on December 23, 2009.

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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