

INFINERA CORP
Form 4
August 18, 2008

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 *
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)
08/18/2008

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)
Common Stock	08/18/2008		S ⁽¹⁾	V	16,000	D	See footnote. ⁽⁵⁾
Common Stock					\$ 11,434.2 ⁽²⁾		
Common Stock					1,942,596 ⁽³⁾	I	See footnote. ⁽⁵⁾
Common Stock					48,618 ⁽⁶⁾	D	
Common Stock					116,499 ⁽³⁾	I	See footnote. ⁽⁷⁾
Common Stock					116,449 ⁽⁴⁾	I	See footnote.

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- (3) Since the date of the Reporting Person's last ownership report, 6,345 shares held by the Roshni Singh Annuity Trust dated 6/21/06 were re-registered to the Singh Family Trust U/D/T dated 10/3/96.
- (4) Since the date of the Reporting Person's last ownership report, 6,345 shares held by the Jagdeep Singh Annuity Trust dated 6/21/06 were re-registered to the Singh Family Trust U/D/T dated 10/3/96.
- (5) Shares held directly by the Singh Family Trust U/D/T dated 10/3/96 for which the Reporting Person serves as trustee.
- (6) Includes 2,077 shares and 1,742 shares acquired under the Infinera Corporation Employee Stock Purchase Plan on February 15, 2008 and August 15, 2008, respectively.
- (7) Shares held directly by the Roshni Singh Annuity Trust dated 6/21/06 for which the Reporting Person serves as trustee.
- (8) Shares held directly by the Jagdeep Singh Annuity Trust dated 6/21/06 for which the Reporting Person serves as trustee.

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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