

Singh Jagdeep  
Form 4  
July 08, 2009

**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)  
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 <sup>(1)</sup>	I	See footnote <sup>(2)</sup>
Common Stock	06/30/2009		G	V	108,723	D	\$ 0	0 <sup>(3)</sup>	I	See footnote <sup>(4)</sup>
Common Stock	07/06/2009		S <sup>(5)</sup>		16,000	D	\$ 8.5861 <sup>(6)</sup>	1,559,110 <sup>(7)</sup>	I	See footnote <sup>(8)</sup>

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



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- (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.

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