

Welch David F
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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Welch David F

(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 below) ____ Other (specify
below)
Chief Mktg & Strategy 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)
				(A) or (D)			
Common Stock			Code V Amount	Price	11,177 ⁽¹⁾	D	
Common Stock					1,205,844	I	See footnote ⁽²⁾
Common Stock					341,178 ⁽³⁾	I	See footnote ⁽⁴⁾
Common Stock					553,750	I	See footnote ⁽⁵⁾
Common Stock					500,000	I	See footnote ⁽⁶⁾

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Common Stock	2,500	I	See footnote <u>(7)</u>
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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>(8)</u>	08/10/2019	Common Stock	150,000
Restricted Stock Units	<u>(9)</u>	08/10/2009		A		75,000		<u>(10)</u>	<u>(11)</u>	Common Stock	75,000

Reporting Owners

Reporting Owner Name / Address	Relationships
Welch David F C/O INFINERA CORPORATION 169 JAVA DRIVE SUNNYVALE, CA 94089	Director 10% Owner Officer Other Chief Mktg & Strategy Officer

Signatures

/s/ by 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 4,480 shares previously held by the Reporting Person which were re-registered on July 31, 2009 and are now held directly by the Welch Family Trust Dtd 4/3/1996.
- (2) Shares held directly by LRFA, LLC of which the Reporting Person is the sole managing member.
- (3) Includes 4,480 shares previously held directly by the Reporting Person which were re-registered on July 31, 2009 and are now held directly by the Welch Family Trust Dtd 4/3/1996.
- (4) Shares held directly by the Welch Family Trust, dated 4/3/96 for which the Reporting Person serves as trustee.
- (5) Shares held directly by SEI Private Trust Company, Trustee of the Welch Family Heritage Trust I u/l dated 9/24/01.
- (6) Shares held directly by Welch Group, L.P. of which the Reporting Person is the general partner.
- (7) 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 trust 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 trust for his minor children for purposes of Section 16 or for any other purpose.
- (8) The option vests in twenty-four equal monthly installments beginning on September 10, 2009.
- (9) Each restricted stock unit represents a contingent right to receive one share of INFN common stock.
- (10) The restricted stock units will fully vest on April 1, 2011.
- (11) 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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