Martin Hugh C Form 4 May 18, 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

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(b).

(Last)

(City)

Stock

1. Name and Address of Reporting Person **
Martin Hugh C

(First)

05111

(Middle)

(Zip)

C/O INFINERA

CORPORATION, 169 JAVA DRIVE

SUNNYVALE, CA 94089

(Street)

(State)

2. Issuer Name **and** Ticker or Trading Symbol

INFINERA CORP [INFN]

3. Date of Earliest Transaction (Month/Day/Year) 05/15/2009

4. If Amendment, Date Original

Filed(Month/Day/Year)

X Form filed by One Reporting Person ____ Form filed by More than One Reporting

Person

Issuer

below)

X_ Director

Applicable Line)

Officer (give title

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of	2. Transaction Date		3.	4. Securi			5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or			or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed	d of (D))	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
		• •					Following	(Instr. 4)	(Instr. 4)
							Reported		
					(A)		Transaction(s)		
			C = V	A	or	ъ.	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			
Common	05/15/2009		J (1)	1,801	A	\$ 0	52,004 (2)	I	See
Stock			_	,		, -	- / _		footnote (3)
Common									
Stools							46,093 <u>(4)</u>	D	

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

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SEC 1474

(9-02)

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5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

(Check all applicable)

10% Owner

Other (specify

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration	Title N			
						Exercisable	Date	Title Number of			
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Martin Hugh C							
C/O INFINERA CORPORATION	X						
169 JAVA DRIVE	Λ						
SUNNYVALE, CA 94089							

Signatures

/s/ by Michael O. McCarthy, by power of attorney

05/18/2009

**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) Shares acquired through a pro rata distribution from KPCB Holdings Inc. of which the Reporting Person is a non-managing member.
- Includes 1,954 shares previously held directly by the Reporting Person which were re-registered on May 6, 2009 and are now held **(2)** indirectly by the HMCM Trust U/A/D 10/14/92 for which the Reporting Person serves as trustee.
- (3) Shares held directly by the HMCM Trust U/A/D 10/14/92 for which the Reporting Person serves as trustee.
- Excludes 1,954 shares previously held directly by the Reporting Person which were re-registered on May 6, 2009 and are now held indirectly by the HMCM Trust U/A/D 10/14/92 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2