

GOLDMAN KENNETH A
 Form 4
 May 20, 2011

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 *
GOLDMAN KENNETH A

(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)
05/18/2011

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 05/19/2011 | | M | 5,500 A \$ 0 | 0 ⁽¹⁾ | D | |
| Common Stock | | | | | 3,051 | I | See Footnote ⁽²⁾ |
| Common Stock | | | | | 33,722 ⁽³⁾ | I | See Footnote ⁽⁴⁾ |

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 Underlying Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Units | (5) | 05/19/2011 | | M | | 5,500 | | (6) | (6) | Common Stock |
| Restricted Stock Units | (5) | 05/18/2011 | | A | | 9,100 | | (7) | (7) | Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 7.25 | 05/18/2011 | | A | | 17,600 | | (8) | 05/18/2021 | Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 7.55 | | | | | | | (9) | 05/19/2020 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLDMAN KENNETH A C/O INFINERA CORPORATION 169 JAVA DRIVE SUNNYVALE, CA 94089 | | | X | |

Signatures

/s/ Michael O. McCarthy III, by Power of Attorney
Date: 05/20/2011

**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 5,500 shares previously held by the Reporting Person which were re-registered on May 19, 2011 and are now held directly by G.V. Partners, L.P. for which the Reporting Person serves as managing member.

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- (2) Shares held directly by the Goldman-Valeriotte Family Trust u/a/d 11/15/95 for which the Reporting Person serves as trustee.
- (3) Includes 5,500 shares previously held directly by the Reporting Person which were re-registered on May 19, 2011 and are now held directly by G.V. Partners, L.P.
- (4) Shares held directly by G.V. Partners, L.P.
- (5) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.
- (6) The RSUs fully vested on May 19, 2011.
- (7) The RSUs fully vest on May 18, 2012.
- (8) The option fully vests on May 18, 2012.
- (9) The option fully vested on May 19, 2011.

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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