

INFINERA CORP

Form 3

June 06, 2007

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Fallon Thomas J

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/06/2007

3. Issuer Name **and** Ticker or Trading Symbol
INFINERA CORP [INFN]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other
(give title below) (specify below)

Chief Operating Officer

C/O INFINERA
CORPORATION,Â 169 JAVA
DRIVE

(Street)

SUNNYVALE,Â CAÂ 94089

(City)

(State)

(Zip)

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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

389,076

D

Â

Common Stock

6,119

I

See footnote. ⁽¹⁾

Common Stock

6,119

I

See footnote. ⁽²⁾

Common Stock

18,681

I

See footnote. ⁽³⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Series E Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	31,250 \$ (4)	I See footnote. (5)
Series E Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	31,250 \$ (4)	I See footnote. (6)
Series E Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	62,500 \$ (4)	I See footnote. (7)
Employee stock option (right to buy)	Â (8)	08/08/2016	Common Stock	100,000 \$ 2	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fallon Thomas J C/O INFINERA CORPORATION 169 JAVA DRIVE SUNNYVALE,Â CAÂ 94089	Â	Â	Â Chief Operating Officer	Â

Signatures

/s/ Thomas J. Fallon 06/06/2007

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 held directly by the Thomas J. Fallon 2006 Annuity Trust A dated 6/9/06 for which the Reporting Person serves as trustee.
- (2) Shares held directly by the Shannon F. Fallon 2006 Annuity Trust A dated 6/9/06 for which the Reporting Person serves as trustee.
- (3) Shares held directly by the Fallon Family Revocable Trust dated 9/7/94 for which the Reporting Person serves as a trustee.
- (4) The Series E Convertible Preferred Stock shall automatically convert into Common Stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering of common stock.
- (5) Shares held directly by the Thomas J. Fallon 2006 Annuity Trust dated 5/2/06 for which the Reporting Person serves as trustee.
- (6) Shares held directly by the Shannon F. Fallon 2006 Annuity Trust dated 5/2/06 for which the Reporting Person serves as trustee.
- (7) Shares held directly by the Fallon Family Heritage Trust dated May 2, 2006 for which the Reporting Person serves as a trustee.
- (8) The option is subject to an early exercise provision and is immediately exercisable. One forty-eighth of the shares subject to the option vested on July 29, 2006 and one forty-eighth of the shares shall vest monthly thereafter.

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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