

Fallon Thomas J
 Form 4
 February 10, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Fallon Thomas J

(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)
 10/02/2008

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)
 Chief Operating Officer

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. 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			
Common Stock	10/02/2008		G	V	6,119	D	\$ 0 0	I	See footnote. (1)
Common Stock	10/02/2008		G	V	6,119	D	\$ 0 0	I	See footnote. (2)
Common Stock	10/02/2008		G	V	5,387	A	\$ 0 5,387	I	See footnote. (3)
Common	10/02/2008		G	V	5,387	A	\$ 0 5,387	I	See

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Stock									footnote. <u>(4)</u>	
Common Stock	10/02/2008		G	V	732	A	\$ 0	23,709	I	See footnote. <u>(6)</u>
Common Stock	10/02/2008		G	V	732	A	\$ 0	24,441 ⁽⁵⁾	I	See footnote. <u>(6)</u>
Common Stock								191,937	I	See footnote. <u>(7)</u>
Common Stock								191,937	I	See footnote. <u>(8)</u>
Common Stock								4,729 ⁽⁹⁾	D	

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Chief Operating Officer

Fallon Thomas J
C/O INFINERA CORPORATION
169 JAVA DRIVE
SUNNYVALE, CA 94089

Signatures

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

02/10/2009

__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 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 serve as trustee.

This transaction involves a gift of securities from the Thomas J. Fallon 2006 Annuity Trust A dated 6/9/06 directly to his minor children.

- (3) The Reporting Person disclaims beneficial ownership of the shares held by his minor children, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the shares held by his minor children for purposes of Section 16 or for any other purpose.

This transaction involves a gift of securities from the Shannon F. Fallon 2006 Annuity Trust A dated 6/9/2006 for which the Reporting

- (4) Person serves as trustee, directly to his minor children. The Reporting Person disclaims beneficial ownership of the shares held by his minor children, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the shares held by his minor children for purposes of Section 16 or for any other purpose.

Includes 388,170 shares previously held by Reporting Person which were re-registered on December 26 2008 to the Fallon Family Revocable Trust dated 9/7/94 of which 191,937 shares were re-registered to the Shannon F. Fallon 2008 Annuity Trust A and 191,937 shares were re-registered to the Thomas J. Fallon 2008 Annuity Trust A for which the Reporting Person serves as trustee and are now held indirectly.

- (5)
- (6) Shares held directly by the Fallon Family Revocable Trust dated 9/7/04 for which the Reporting Person serves as trustee.
- (7) Shares held directly by the Shannon F. Fallon 2008 Annuity Trust A for which the Reporting Person serves as trustee.
- (8) Shares held directly by the Thomas J. Fallon 2008 Annuity Trust A for which the Reporting Person serves as trustee.

- (9) Excludes 388,170 shares previously held by Reporting Person which were re-registered on December 26, 2008 and are now held indirectly by the Fallon Family Revocable Trust dated 9/7/94.

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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