INFINERA CORP
Form 3
June 06, 2007

FORM 3

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

OMB APPROVAL

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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 MCCARTHY MICHAEL O III

(Last) (First) (Middle)

C/O INFINERA CORPORATION,Â 169 JAVA DRIVE

(Street)

SUNNYVALE,Â CAÂ 94089

(City) (State) (Zip)

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 Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer _____ Other
(give title below) (specify below)
VP and General Counsel

5. If Amendment, Date Original Filed(Month/Day/Year)

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 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	174,326	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Series G Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	18,518	$ (1)	D	Â
Employee stock option (right to buy)	Â (2)	05/16/2013	Common Stock	5,937	$ 1.84	D	Â
Employee stock option (right to buy)	Â (3)	11/28/2015	Common Stock	35,985	$ 1.32	D	Â
Employee stock option (right to buy)	Â (4)	08/08/2016	Common Stock	85,000	$ 2	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCARTHY MICHAEL O III C/O INFINERA CORPORATION 169 JAVA DRIVE SUNNYVALE,Â CAÂ 94089	Â	Â	Â VP and General Counsel	Â

Signatures

/s/ Michael O. McCarthy III	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) The Series G 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.

(2) The option is subject to an early exercise provision and is immediately exercisable. An option to purchase 47,500 shares was granted on May 16, 2003 and was exercised in part prior to the date on which the Reporting Person became subject to Section 16. One-fourth of the shares subject to the option vested on May 5, 2004 and one forty-eighth of the shares shall vest monthly thereafter.

(3) The option is subject to an early exercise provision and is immediately exercisable. An option to purchase 47,727 shares was granted on November 28, 2005 and was exercised in part prior to the date on which the Reporting Person became subject to Section 16. One forty-eighth of the shares subject to the option vested on August 26, 2005 and one forty-eighth of the shares shall vest monthly thereafter.

(4) The option is subject to an early exercise provision and is immediately exercisable. An option to purchase 100,000 shares was granted on August 8, 2006 and was exercised in part prior to the date on which the Reporting Person became subject to Section 16. 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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