

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Fallon Thomas J | | (Month/Day/Year) | INFINERA CORP [INFN] | |
| (Last) | (First) | (Middle) | 06/06/2007 | |
| C/O INFINERA CORPORATION,Â 169 JAVA DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SUNNYVALE,Â CAÂ 94089 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Chief Operating Officer | |

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. <u>(1)</u> |
| Common Stock | 6,119 | I | See footnote. <u>(2)</u> |
| Common Stock | 18,681 | I | See footnote. <u>(3)</u> |

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)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small> | 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, CA 94089 | Â | Â | Â Chief Operating Officer | Â |

Signatures

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

__Signature of Date
Reporting Person

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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