

Welch David F
Form 4
February 09, 2009

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Welch David F

(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)
12/23/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title _____ Other (specify
below) below)
Chief Mktg & Strategy Officer

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 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price
Common Stock	12/23/2008		G	V	2,500	A	\$ 0
					2,500	I	See footnote. (1)
Common Stock					22,605 (2)	D	
Common Stock					325,500 (3)	I	See footnote. (4)
Common Stock					553,750	I	See footnote.

Common Stock	500,000	I	(5) See footnote. (6)
Common Stock	1,204,045	I	See footnote. (7)

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

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SEC 1474
(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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
Welch David F C/O INFINERA CORPORATION 169 JAVA DRIVE SUNNYVALE, CA 94089	Director 10% Owner Officer Other Chief Mktg & Strategy Officer

Signatures

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

02/09/2009

__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).

This transaction involves a gift of securities from a non-Section 16 reporting person directly to the Reporting Person's minor children.

- (1) 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.
- (2) Excludes 309,145 shares previously held by the Reporting Person which were re-registered on December 23, 2008 to the Welch Family Trust Dtd 4/3/1996 and are now held indirectly.
- (3) Includes 309,145 shares previously held by the Reporting Person which were re-registered on December 23, 2008 to the Welch Family Trust Dtd 4/3/1996 and are now held indirectly.
- (4) Shares held directly by the Welch Family Trust Dtd 4/3/1996 for which the Reporting Person serves as trustee.
- (5) Shares held directly by SEI Private Company, Trustee of the Welch Family Hertiage Trust I u/1 dated 9/24/01.
- (6) Shares held directly by Welch Group, L.P. of which the Reporting Person is the general partner.
- (7) Shares held directly by LRFA, LLC of which the Reporting Person is the sole managing member.

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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