

FLOWERS JEFFRY
Form 4
April 13, 2012

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 *
FLOWERS JEFFRY

2. Issuer Name and Ticker or Trading Symbol
Carbonite Inc [CARB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O CARBONITE, INC., 177
HUNTINGTON AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
04/11/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Architect

(Street)
BOSTON, MA 02115

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	04/11/2012 ⁽¹⁾		S		\$ 1,753 D 9.5528 (2)	880,589	D
Common Stock	04/11/2012 ⁽¹⁾		S		\$ 47 D 9.5528 (2)	110,815	I ⁽³⁾
Common Stock	04/11/2012 ⁽¹⁾		S		\$ 181 D 9.5528 (2)	128,983	I ⁽⁴⁾
Common Stock	04/11/2012 ⁽¹⁾		S		\$ 47 D 9.5528 (5)	110,815	I ⁽⁵⁾

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					(2)				
Common Stock	04/11/2012 ⁽¹⁾		S	181	D	\$ 9,5528 (2)	128,983	I ⁽⁶⁾	By Trust (6)
Common Stock	04/11/2012 ⁽¹⁾		S	64	D	\$ 9,5528 (2)	45,271	I ⁽⁷⁾	By Trust (7)
Common Stock	04/11/2012 ⁽¹⁾		S	64	D	\$ 9,5528 (2)	45,271	I ⁽⁸⁾	By Trust (8)
Common Stock	04/12/2012 ⁽¹⁾		S	1,753	D	\$ 9,488 (9)	878,836	D	
Common Stock	04/12/2012 ⁽¹⁾		S	47	D	\$ 9,488 (9)	110,768	I ⁽³⁾	By Trust (3)
Common Stock	04/12/2012 ⁽¹⁾		S	181	D	\$ 9,488 (9)	128,802	I ⁽⁴⁾	By Trust (4)
Common Stock	04/12/2012 ⁽¹⁾		S	47	D	\$ 9,488 (9)	110,768	I ⁽⁵⁾	By Trust (5)
Common Stock	04/12/2012 ⁽¹⁾		S	181	D	\$ 9,488 (9)	128,802	I ⁽⁶⁾	By Trust (6)
Common Stock	04/12/2012 ⁽¹⁾		S	64	D	\$ 9,488 (9)	45,207	I ⁽⁷⁾	By Trust (7)
Common Stock	04/12/2012 ⁽¹⁾		S	64	D	\$ 9,488 (9)	45,207	I ⁽⁸⁾	By Trust (8)
Common Stock							28,839	I ⁽¹⁰⁾	By Spouse (10)

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. 3 and 4)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLOWERS JEFFRY C/O CARBONITE, INC. 177 HUNTINGTON AVENUE BOSTON, MA 02115	X		Chief Architect	

Signatures

/s/ Danielle Sheer, by power of attorney

04/13/2012

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 15, 2011.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$9.34 to \$9.69, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2) These shares are owned by the Jeffrey Flowers 2009 Grantor Retained Annuity Trust No. 1. The reporting person is trustee of the trust. The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.
- (3) These shares are owned by the Jeffrey Flowers 2009 Grantor Retained Annuity Trust No. 2. The reporting person is trustee of the trust. The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.
- (4) These shares are owned by the Laurie Flowers 2009 Grantor Retained Annuity Trust No. 1. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.
- (5) These shares are owned by the Laurie Flowers 2009 Grantor Retained Annuity Trust No. 2. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.
- (6) These shares are owned by the Jeffrey Flowers 2010 Grantor Retained Annuity Trust. The reporting person is trustee of the trust. The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.
- (7) These shares are owned by the Laurie Flowers 2010 Grantor Retained Annuity Trust. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.
- (8)
- (9)

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The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$9.32 to \$9.62, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (10) These shares are owned by Laurie Flowers. The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

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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