

FINISAR CORP  
Form 4  
October 06, 2008

**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 \*  
Gertel Eitan

(Last) (First) (Middle)

C/O FINISAR CORPORATION, 1389 MOFFETT PARK DRIVE

(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
FINISAR CORP [FNSR]

3. Date of Earliest Transaction (Month/Day/Year)  
10/01/2008

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 Executive 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. 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 Ownership (Instr. 4)
				Code V Amount (D) Price			
Common Stock	10/01/2008	10/01/2008	F <sup>(1)</sup>	18,549 D \$ 1.09	2,702,151	D	

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)**

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrant (Right to Buy Common Stock)	\$ 0.1					<u>(2)</u>	01/31/2013	Common Stock	255,257
Stock Options (Right to Buy)	\$ 0.08					<u>(2)</u>	05/01/2013	Common Stock	1,642,466
Stock Options (Right to Buy)	\$ 0.18					05/01/2006 <sup>(3)</sup>	05/01/2015	Common Stock	353,345
Stock Options (Right to Buy)	\$ 0.87					02/14/2006 <sup>(4)</sup>	02/14/2016	Common Stock	231,925
Stock Options (Right to Buy)	\$ 0.87					02/14/2006 <sup>(4)</sup>	02/14/2016	Common Stock	550,824
Stock Options (Right to Buy)	\$ 0.92					03/14/2006 <sup>(5)</sup>	03/14/2016	Common Stock	260,918
Stock Options (Right to Buy)	\$ 3.33					03/01/2008 <sup>(6)</sup>	02/28/2017	Common Stock	710,737

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Gertel Eitan  
C/O FINISAR CORPORATION  
1389 MOFFETT PARK DRIVE  
SUNNYVALE, CA 94089

Chief Executive Officer

## Signatures

/s/ Michelle Vicente-Surnip as Attorney-in-fact for Eitan  
Gertel

10/03/2008

\_\_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) On October 1, 2008, the Reporting Person vested in 23,482 restricted stock units ("RSUs") and as a result acquired 23,482 shares of common stock of the Issuer pursuant to the Reporting Person's September 25, 2007 grant of RSUs. This Form 4 reports the disposition of shares withheld by the Issuer pursuant to the RSUs' grant agreement in order to satisfy the Reporting Person's withholding obligations for various taxes due upon the vesting of the RSUs. The Issuer will pay the taxes on behalf of the Reporting Person.
  - (2) Option shares are vested and exercisable immediately.
  - (3) 25% of the option shares vested and became exercisable on such date with the remaining shares vesting and becoming exercisable at a rate of 2.08% of the option shares monthly thereafter.
  - (4) 4.166% of the option shares vested and became exercisable on such date with the remaining shares vesting and becoming exercisable at a rate of 2.083% of the option shares on the first day of each month thereafter.
  - (5) 6.249% of the option shares vested and became exercisable on such date with the remaining shares vesting and becoming exercisable at a rate of 2.083% of the option shares on the first day of each month thereafter.
  - (6) 25% of the option shares vested and became exercisable on such date with the remaining shares vesting and becoming exercisable at a rate of 2.08% of the option shares monthly thereafter.

### Remarks:

On October 1, 2008, the Reporting Person vested in 23,482 restricted stock units ("RSUs") and as a result acquired 23,482 sha

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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