#### **EL-HILALI OUSSAMA**

Form 4

December 20, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **EL-HILALI OUSSAMA** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Carbonite Inc [CARB]

(First) (Middle) (Last)

(Street)

3. Date of Earliest Transaction

Director 10% Owner

C/O CARBONITE, INC., 177 **HUNTINGTON AVENUE** 

(Month/Day/Year) 12/15/2011

X\_ Officer (give title Other (specify below)

(Check all applicable)

4. If Amendment, Date Original

**SVP** Engineering 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

BOSTON, MA 02115

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

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| (Instr. 3)                  | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. | 8) | Acquired or Dispos (D) (Instr. 3, 4 and 5) | ed of |                     |                    |                 |                                     |
|-----------------------------|------------------------------------|------------|------------------|---------|----|--|-------|---------------------|--------------------|-----------------|-------------------------------------|
|                             |                                    |            |                  | Code    | V  | (A)  | (D)   | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Stock Option (right to buy) | \$ 12.88                           | 12/15/2011 |                  | A       |    | 20,000                                     |       | <u>(1)</u>          | 12/15/2021         | Common<br>Stock | 20,000                              |

# **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |             |       |  |  |  |  |
|--------------------------------|---------------|-----------|-------------|-------|--|--|--|--|
| •                              | Director      | 10% Owner | Officer     | Other |  |  |  |  |
| EL-HILALI OUSSAMA              |               |           |             |       |  |  |  |  |
| C/O CARBONITE, INC.            |               |           | SVP         |       |  |  |  |  |
| 177 HUNTINGTON AVENUE          |               |           | Engineering |       |  |  |  |  |
| BOSTON, MA 02115               |               |           |             |       |  |  |  |  |

### **Signatures**

/s/ Danielle Sheer, by power of attorney 12/20/2011

\*\*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 option becomes exerciseable as to 60% of the underlying shares of common stock in 8 equal quarterly installments beginning on March 15, 2012 and as to 40% of the underlying shares of common stock in 4 equal quarterly installments beginning on March 15, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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