GOLIN ERIC Form 4 February 16, 2012

FORM 4

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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Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person ** GOLIN ERIC			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			Carbonite Inc [CARB]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
C/O CARBO	NITE, INC.	, 177	02/08/2012	_X_ Officer (give title Other (specify		
HUNTINGTON AVENUE		E		below) below) Chief Technology Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
BOSTON, MA	A 02115			Form filed by More than One Reporting Person		

DOSTON, N	IA 02113		Person						
(City)	(State) (Z	Zip) Table	e I - Non-Do	erivative Securities Acq	quired, Disposed o	f, or Beneficial	ly Owned		
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities Acquired on(A) or Disposed of	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect		
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(D) (Instr. 3, 4 and 5)	Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership		
					Following	(Instr. 4)	(Instr. 4)		

		Code	V	Amount		Price	Reported Transaction(s) (Instr. 3 and 4)	
Common Stock	02/08/2012	M		1,500	A	\$ 1.31	20,625	D
Common Stock	02/08/2012	M		375	A	\$ 5.15	21,000	D

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

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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 proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(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
Stock Option (right to buy)	\$ 1.31	02/08/2012		M	1,500	<u>(1)</u>	10/02/2018	Common Stock	1,500
Stock Option (right to buy)	\$ 5.15	02/08/2012		M	375	<u>(2)</u>	12/16/2020	Common Stock	375

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

GOLIN ERIC C/O CARBONITE, INC. 177 HUNTINGTON AVENUE BOSTON, MA 02115

Chief Technology Officer

Signatures

/s/ Danielle Sheer, by power of attorney 02/16/2012

**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) This option became exercisable as to 1,500 shares of common stock on December 2, 2011 and will become exercisable as to the remaining underlying shares of common stock in 3 equal quarterly installments beginning on March 2, 2012.
- (2) This option became exerciseable as to 375 shares of common stock on December 16, 2011 and will become exercisable as to the remaining underlying shares of common stock in 12 equal quarterly installments beginning on March 16, 2012.

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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