GOLIN ERIC Form 4 April 24, 2012

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

(Print or Type Responses)

(Last)

(City)

1. Name and Address of Reporting Person * **GOLIN ERIC**

> (First) (Middle)

> > (Zip)

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

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

Carbonite Inc [CARB]

3. Date of Earliest Transaction (Month/Day/Year) 04/24/2012

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

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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Number:

Expires:

response...

(Check all applicable)

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

Chief Technology Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

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

BOSTON, MA 02115

		14010	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficiary Owned						
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	ction(A) or Disposed of			Securities	Form: Direct	Indirect
(Instr. 3)	•	any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)	
							Reported		
					(A)		Transaction(s)		
					or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	,		
Common	02/09/2012		М	1.500	٨	\$	22.500	D	
Stock	02/08/2012		IVI	1,300	Α	1.31	22,300	D	
Common	02/09/2012		M	275	٨	\$	22 975	D	
Stock	02/08/2012		IVI	313	A	5.15	22,873	D	
Stock	02/08/2012		M	1,500	A	\$ 1.31	22,500 22,875	D 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. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	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	04/24/2012		M	1,500	<u>(1)</u>	10/02/2018	Common Stock	1,500
Stock Option (right to buy)	\$ 5.15	04/24/2012		M	375	<u>(2)</u>	12/16/2020	Common Stock	375

Reporting Owners

Reporting Owner Name / Address			Relationships	
	D: 4	100/ 0	O.C.	0.1

Director 10% Owner Officer Other

Deletionship

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

Chief Technology Officer

Signatures

/s/ Danielle Sheer, by power of attorney 04/24/2012

**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 March 2, 2012 and will become exercisable as to the remaining underlying shares of common stock in 2 equal quarterly installments beginning on June 2, 2012.
- (2) This option became exerciseable as to 375 shares of common stock on March 16, 2012 and will become exercisable as to the remaining underlying shares of common stock in 11 equal quarterly installments beginning on June 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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