FLOWERS JEFFRY

Form 4 May 17, 2012

FORM 4

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

OMB APPROVAL OMB

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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Section 16. Form 4 or Form 5 obligations

SECURITIES

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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

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1(b).

(Print or Type Responses)

1. Name and Add FLOWERS JE	*	ng Person *	2. Issuer Name and Ticker or Trading Symbol Carbonite Inc [CARB]	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	(Check all applicable)				
C/O CARBON			(Month/Day/Year) 05/15/2012	X Director 10% Owner X Officer (give title Other (specify below) Chief Architect				
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)				
BOSTON, MA 02115				_X_ 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)	3. Transaction Code (Instr. 8)	4. Securi or(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	05/15/2012(1)		S	2,629	D	8.6691 (2)	830,633	D	
Common Stock	05/15/2012(1)		S	70	D	\$ 8.6691 (2)	109,480	I (3)	By Trust
Common Stock	05/15/2012(1)		S	272	D	\$ 8.6691 (2)	123,820	I (4)	By Trust
Common Stock	05/15/2012(1)		S	70	D	\$ 8.6691	109,480	I (5)	By Trust

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					(2)			
Common Stock	05/15/2012(1)	S	272	D	\$ 8.6691 (2)	123,820	I (6)	By Trust
Common Stock	05/15/2012 <u>(1)</u>	S	96	D	\$ 8.6691 (2)	43,447	I <u>(7)</u>	By Trust
Common Stock	05/15/2012 <u>(1)</u>	S	96	D	\$ 8.6691 (2)	43,447	I (8)	By Trust
Common Stock	05/16/2012 <u>(1)</u>	S	2,629	D	\$ 9.0123	828,004	D	
Common Stock	05/16/2012 <u>(1)</u>	S	70	D	\$ 9.0123	109,410	I (3)	By Trust
Common Stock	05/16/2012 <u>(1)</u>	S	272	D	\$ 9.0123	123,548	I (4)	By Trust
Common Stock	05/16/2012 <u>(1)</u>	S	70	D	\$ 9.0123	109,410	I (5)	By Trust
Common Stock	05/16/2012 <u>(1)</u>	S	272	D	\$ 9.0123	123,548	I (6)	By Trust
Common Stock	05/16/2012(1)	S	96	D	\$ 9.0123	43,351	I <u>(7)</u>	By Trust
Common Stock	05/16/2012(1)	S	96	D	\$ 9.0123	43,351	I (8)	By Trust
Common Stock						28,839	I (10)	By Spouse

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)

 Title of 	2.	3. Transaction Date	3A. Deemed	4. 5.	6. Date Exercisable and	7. Title and	Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber	Expiration Date	Amount of	Derivative	Deriv

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr.	8)	of Deriva Securi Acqui (A) or Dispos of (D) (Instr. 4, and	ities ired sed osed		Year)	Secur	rlying ities . 3 and 4)	Security (Instr. 5)
			Code	V	(A) ((D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

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

Signatures

/s/ Robert Katz, by power of attorney 05/17/2012

**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 \$8.51 to \$8.835, 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.
- These shares are owned by the Jeffry 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.
- These shares are owned by the Jeffry 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.
- 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.
- (6) 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

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the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

- These shares are owned by the Jeffry 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.
- 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.
- (9) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$8.76 to \$9.17, 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. 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.