## Edgar Filing: FLOWERS JEFFRY - Form 4

FLOWERS JEFFRY         Form 4         May 23, 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).       TATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       OMB APPROVAL         Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, ection 17(a) of the Public Utility Holding Company Act of 1935 or Section 16(b).       State Autors of Securities Exchange Act of 1934, ection 17(a) of the Investment Company Act of 1940									
	Address of Reporting Person *	2. Issuer l	Name <b>and</b>	Ticker or	<sup>.</sup> Tradi	ng	5. Relationship of I	Reporting Pers	on(s) to
FLOWERS	JEFFRY	Symbol Carbonite				-	Issuer (Check	all applicable	)
(Month			3. Date of Earliest Transaction Month/Day/Year) )5/21/2012				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) Chief Architect		
BOSTON, I	(Street) MA 02115	4. If Amene Filed(Month		-	ıl		6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by Mo Person	ne Reporting Per	rson
(City)	(State) (Zip)	Table	I - Non-D	erivative	Secu	rities Acqu	uired, Disposed of,	or Beneficiall	ly Owned
1.Title of Security (Instr. 3)	any	on Date, if	3. Transactio Code (Instr. 8)	4. Securi n(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount		Price \$	(Instr. 3 and 4)		
Common Stock	05/21/2012 <u>(1)</u>		S	2,629	D	φ 7.9892 (2)	820,117	D	
Common Stock	05/21/2012 <u>(1)</u>		S	70	D	\$ 7.9892 (2)	109,200	I <u>(3)</u>	By Trust
Common Stock	05/21/2012 <u>(1)</u>		S	272	D	\$ 7.9892 (2)	122,732	I <u>(4)</u>	By Trust
Common Stock	05/21/2012(1)		S	70	D	\$ 7.9892	109,200	I <u>(5)</u>	By Trust

					(2)			
Common Stock	05/21/2012 <u>(1)</u>	S	272	D	\$ 7.9892 (2)	122,732	I <u>(6)</u>	By Trust (6)
Common Stock	05/21/2012 <u>(1)</u>	S	96	D	\$ 7.9892 (2)	43,063	I <u>(7)</u>	By Trust (7)
Common Stock	05/21/2012 <u>(1)</u>	S	96	D	\$ 7.9892 (2)	43,063	I <u>(8)</u>	By Trust (8)
Common Stock	05/22/2012 <u>(1)</u>	S	2,629	D	\$ 7.9605 (9)	817,488	D	
Common Stock	05/22/2012 <u>(1)</u>	S	70	D	\$ 7.9605 (9)	109,130	I <u>(3)</u>	By Trust <sup>(3)</sup>
Common Stock	05/22/2012 <u>(1)</u>	S	272	D	\$ 7.9605 ( <u>9)</u>	122,460	I <u>(4)</u>	By Trust (4)
Common Stock	05/22/2012 <u>(1)</u>	S	70	D	\$ 7.9605 (9)	109,130	I <u>(5)</u>	By Trust $(5)$
Common Stock	05/22/2012 <u>(1)</u>	S	272	D	\$ 7.9605 (9)	122,460	I <u>(6)</u>	By Trust
Common Stock	05/22/2012 <u>(1)</u>	S	96	D	\$ 7.9605 (9)	42,967	I <u>(7)</u>	By Trust (7)
Common Stock	05/22/2012 <u>(1)</u>	S	96	D	\$ 7.9605 (9)	42,967	I <u>(8)</u>	By Trust $(8)$
Common Stock						28,839	I (10)	By Spouse

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

Persons who respond to the collection of information contained in this form are not 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	2.	3. Transaction Date	3A. Deemed	4. 5.	6. Date Exercisable and	7. Title and	8. 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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	Year)	Secur	rlying ities . 3 and 4)	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
			Code V	/ (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

### **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
FLOWERS JEFFRY C/O CARBONITE, INC. 177 HUNTINGTON AVENUE BOSTON, MA 02115	Х		Chief Architect					
Signatures								
/s/ Jessica Foley, by power of attorney		05/23/2012						

Date

# Explanation of Responses:

\*\*Signature of Reporting Person

- \* 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).
- 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, (1) 2011.

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$7.69 to \$8.21, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the

(2) 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

(3) 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

(4) 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 (5) 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 2009 Grantor Retained Annuity Trust No. 2. The reporting person's spouse is trustee of (6) 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.

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$7.82 to \$8.05, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the

- (9) to \$50.05, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the start of the security noted of the issuer, or the security noted of the security noted of the issuer, or the security noted of the security not securit
- (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.