FLOWERS JEFFRY

Form 4 June 19, 2012

FORM 4

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

OMB Number: 3235-0287

Expires:

OMB APPROVAL

January 31,

2005

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

subject to Section 16. Form 4 or Form 5 obligations

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)

may continue.

See Instruction

1. Name and Address of Reporting Person ** FLOWERS JEFFRY			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			Carbonite Inc [CARB]	(Check all applicable)		
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction			
			(Month/Day/Year)	X Director 10% Owner		
C/O CARBONITE, INC., 177			06/15/2012	_X_ Officer (give title Other (speci		
HUNTINGTON AVENUE				below) below) Chief Architect		
				Ciliei Arcilitect		
	(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 02115				Form filed by More than One Reporting		
,				Person		

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	06/15/2012(1)		S	3,087	D	\$ 8.3822 (2)	767,757	D	
Common Stock	06/15/2012(1)		S	82	D	\$ 8.3822 (2)	107,808	I (3)	By Trust
Common Stock	06/15/2012(1)		S	318	D	\$ 8.3822 (2)	117,330	I (4)	By Trust
Common Stock	06/15/2012(1)		S	82	D	\$ 8.3822	107,808	I (5)	By Trust (5)

Edgar Filing: FLOWERS JEFFRY - Form 4

					(2)			
Common Stock	06/15/2012 <u>(1)</u>	S	318	D	\$ 8.3822 (2)	117,330	I (6)	By Trust
Common Stock	06/15/2012 <u>(1)</u>	S	112	D	\$ 8.3822 (2)	41,159	I <u>(7)</u>	By Trust
Common Stock	06/15/2012 <u>(1)</u>	S	112	D	\$ 8.3822 (2)	41,159	I (8)	By Trust
Common Stock	06/18/2012 <u>(1)</u>	S	3,087	D	\$ 8.1508 <u>(9)</u>	764,670	D	
Common Stock	06/18/2012 <u>(1)</u>	S	82	D	\$ 8.1508 <u>(9)</u>	107,726	I (3)	By Trust
Common Stock	06/18/2012 <u>(1)</u>	S	318	D	\$ 8.1508 <u>(9)</u>	117,012	I (4)	By Trust
Common Stock	06/18/2012 <u>(1)</u>	S	82	D	\$ 8.1508 (9)	107,726	I (5)	By Trust
Common Stock	06/18/2012 <u>(1)</u>	S	318	D	\$ 8.1508 (9)	117,012	I (6)	By Trust
Common Stock	06/18/2012 <u>(1)</u>	S	112	D	\$ 8.1508 (9)	41,047	I (7)	By Trust
Common Stock	06/18/2012 <u>(1)</u>	S	112	D	\$ 8.1508 <u>(9)</u>	41,047	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.

Persons who respond to the collection of SEC 1474 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	Transacti	orNumber	Expiration Date	Amount of	Derivative	Deriv

(9-02)

Edgar Filing: FLOWERS JEFFRY - Form 4

Secur Bene Own Follo Repo Trans (Insti

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8	Securities Acquired (A) or	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		Underlying Securities (Instr. 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						
	Director	10% Owner	Officer	Other			
FLOWERS JEFFRY							
C/O CARBONITE, INC.	X		Chief Architect				
177 HUNTINGTON AVENUE	Λ		Ciliei Alcilitect				
BOSTON, MA 02115							

Signatures

/s/ Robert Katz, by power of attorney 06/19/2012

**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 \$8.32 to \$8.47, 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

Reporting Owners 3

Edgar Filing: FLOWERS JEFFRY - Form 4

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 \$8.06 to \$8.30, 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.