

FLOWERS JEFFRY
Form 4
May 24, 2012

FORM 4

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *
FLOWERS JEFFRY

(Last) (First) (Middle)

C/O CARBONITE, INC., 177
HUNTINGTON AVENUE

(Street)

BOSTON, MA 02115

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Carbonite Inc [CARB]

3. Date of Earliest Transaction
(Month/Day/Year)
05/23/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/23/2012 ⁽¹⁾		S		2,629 D \$ 7.9695 ⁽²⁾	814,859	D
Common Stock	05/23/2012 ⁽¹⁾		S		70 D \$ 7.9695 ⁽²⁾	109,060	I ⁽³⁾
Common Stock	05/23/2012 ⁽¹⁾		S		272 D \$ 7.9695 ⁽²⁾	122,188	I ⁽⁴⁾
Common Stock	05/23/2012 ⁽¹⁾		S		70 D \$ 7.9695 ⁽⁵⁾	109,060	I ⁽⁵⁾

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					(2)				
Common Stock	05/23/2012 ⁽¹⁾	S	272	D	\$ 7.9695	122,188	I ⁽⁶⁾		By Trust ⁽⁶⁾
Common Stock	05/23/2012 ⁽¹⁾	S	96	D	\$ 7.9695	42,871	I ⁽⁷⁾		By Trust ⁽⁷⁾
Common Stock	05/23/2012 ⁽¹⁾	S	96	D	\$ 7.9695	42,871	I ⁽⁸⁾		By Trust ⁽⁸⁾
Common Stock	05/24/2012 ⁽¹⁾	S	2,629	D	\$ 7.7363	812,230	D		
Common Stock	05/24/2012 ⁽¹⁾	S	70	D	\$ 7.7363	108,990	I ⁽³⁾		By Trust ⁽³⁾
Common Stock	05/24/2012 ⁽¹⁾	S	272	D	\$ 7.7363	121,916	I ⁽⁴⁾		By Trust ⁽⁴⁾
Common Stock	05/24/2012 ⁽¹⁾	S	70	D	\$ 7.7363	108,990	I ⁽⁵⁾		By Trust ⁽⁵⁾
Common Stock	05/24/2012 ⁽¹⁾	S	272	D	\$ 7.7363	121,916	I ⁽⁶⁾		By Trust ⁽⁶⁾
Common Stock	05/24/2012 ⁽¹⁾	S	96	D	\$ 7.7363	42,775	I ⁽⁷⁾		By Trust ⁽⁷⁾
Common Stock	05/24/2012 ⁽¹⁾	S	96	D	\$ 7.7363	42,775	I ⁽⁸⁾		By Trust ⁽⁸⁾
Common Stock						28,839	I ⁽¹⁰⁾		By Spouse ⁽¹⁰⁾

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. Nu 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)	(Month/Day/Year)	Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Secur Bene Own Follo Repo Trans (Instr	
			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. 177 HUNTINGTON AVENUE BOSTON, MA 02115	X		Chief Architect	

Signatures

/s/ Jessica Foley, by power of attorney
Date: 05/24/2012

**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) 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 \$7.80 to \$8.04, 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.
- (2) 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.
- (3) 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.
- (4) 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.
- (5) 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.

(7) 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.

(8) 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 \$7.55 to \$7.98, 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.

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