

BOOKHAM, INC.  
Form 4  
February 11, 2005

**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 \*  
Anania Giorgio

(Last) (First) (Middle)  
2584 JUNCTION AVENUE  
(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
BOOKHAM, INC. [BKHM]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/09/2005

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 Executive Officer

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	02/09/2005		A	147,409	A 171,172	D	

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)**

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Employee Stock Option (Right to Buy)	\$ 178.53 <u>(2)</u>	02/09/2005		D		18,000		12/31/2001	03/13/2010	Common Stock	18,000
Employee Stock Option (Right to Buy)	\$ 30.5286 <u>(2)</u>	02/09/2005		D		100,000		02/03/2003	08/03/2011	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 24.1194 <u>(2)</u>	02/09/2005		D		203,559		01/01/2004 <sup>(3)</sup>	09/25/2013	Common Stock	203,559
Employee Stock Option (Right to Buy)	\$ 21.7807 <u>(2)</u>	02/09/2005		D		22,400		08/08/2003	02/08/2012	Common Stock	22,400
Employee Stock Option (Right to Buy)	\$ 19.333	02/09/2005		D		60,000		10/02/2000	04/02/2009	Common Stock	60,000
Employee Stock Option (Right to Buy)	\$ 19.333	02/09/2005		D		18,000		12/31/2000	03/24/2009	Common Stock	18,000
Employee Stock Option (Right to Buy)	\$ 17.666	02/09/2005		D		28,000		03/07/2000	09/07/2008	Common Stock	28,000
Employee Stock Option	\$ 13.9253 <u>(2)</u>	02/09/2005		D		120,736		11/14/2003 <sup>(4)</sup>	11/14/2012	Common Stock	120,736

(Right to Buy)

Employee

Stock

Option

(Right to Buy)

\$ 10.444  
(2)

02/09/2005

D

18,941

01/06/2005<sup>(5)</sup>

06/01/2014

Common Stock

18

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Anania Giorgio 2584 JUNCTION AVENUE SAN JOSE, CA 95134	X		Chief Executive Officer	

## Signatures

/s/ Philip Davis,  
Attorney-in-Fact

02/11/2005

\*\*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) On February 9, 2005, the issuer canceled, pursuant to the Restricted Stock Agreement dated February 9, 2005 entered into by the issuer and the reporting person, options granted to the reporting person on September 8, 1998, March 25, 1999, April 2, 1999, March 14, 2000, August 4, 2001, February 9, 2002, November 15, 2002, September 25, 2003 and June 2, 2004. In exchange for the options, the reporting person received 147,409 shares of restricted stock.
- (2) Converted from British Pounds Sterling to U.S. Dollars using the noon buying rate of exchange on September 9, 2004 of 1.00 British Pound Sterling = 1.7853 U.S. Dollars.
- (3) The option vests as to 25% on January 1, 2004, 10% on April 1, 2004, and 5% every quarter thereafter until January 1, 2007.
- (4) Accelerator vesting options (i.e. vesting can accelerate from normal time vesting patterns).
- (5) The options vests as to 12/48 on the first anniversary of date of grant and a further 1/48 on the first day of each of the next 36 months.

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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