Unter Terence Form 4 February 22, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES obligations may continue.

See Instruction 1(b).

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 * Unter Terence

(Last) (First) (Middle)

(Street)

(State)

(Zip)

2560 JUNCTION AVENUE

SAN JOSE, CA 95134

(City)

2. Issuer Name and Ticker or Trading Symbol

OCLARO, INC. [OCLR]

3. Date of Earliest Transaction (Month/Day/Year) 02/21/2013

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

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

(Check all applicable)

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

Chief Operating Officer

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

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 on(A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|---|---|---|------------------|------------|--|--|---|
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | , , |
| Common Stock | 02/21/2013 | | F | 393 | D (1) | \$ 1.45 | 113,177 (2) | D | |
| Common Stock | 02/21/2013 | | F | 655 | D (3) | \$ 1.47 | 112,522 | D | |
| Common Stock | | | | | | | 3,230 | I | By Terence F. |

Unter and Irene M. Unter Trustees of the

Terence F.

Unter Trust of June 2009

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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.

SEC 1474

(9-02)

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

| 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. Transac Code (Instr. 3 | 5. ctionNumb of 8) Derive Securi Acqui (A) or Dispo of (D) (Instr. 4, and | er Expiration I (Month/Day ative ties red | | 7. Titl Amou Under Securi (Instr. | int of lying | 8. Price of Derivative Security (Instr. 5) |
|---|---|---|---|------------------------------------|--|---|--------------------|---|--|---|
| | | | | Code | V (A) (| Date Exercisable D) | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Unter Terence

2560 JUNCTION AVENUE Chief Operating Officer

SAN JOSE, CA 95134

Signatures

Christopher Croddy, Attorney-in-Fact 02/22/2013

**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) Withholding of 393 shares to satisfy tax obligations arising in connection with the non-reportable vesting of restricted stock awards.
- (2) The total shares includes 6,178 shares acquired through the Company's Employee Stock Purchase Plan. The purchase price was \$1.23.
- (3) Withholding of 655 shares to satisfy tax obligations arising in connection with the non-reportable vesting of restricted stock awards.

Reporting Owners 2

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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.