

Smart Richard
Form 3
May 26, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Smart Richard		(Month/Day/Year)	OCLARO, INC. [OCLR]	
(Last)	(First)	(Middle)	05/13/2009	
2584 JUNCTION AVENUE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SAN JOSE, CA 95134			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Executive V President R&OR	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	80,723	D	Smart Richard

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Stock Option (Right to Buy)	08/01/2004 ⁽¹⁾	08/07/2013	Common Stock	12,658	\$ 9.49	D	Â
Stock Option (Right to Buy)	12/23/2004 ⁽²⁾	06/21/2014	Common Stock	4,666	\$ 7.19	D	Â
Stock Option (Right to Buy)	01/30/2005 ⁽³⁾	07/28/2014	Common Stock	1,589	\$ 7.22	D	Â
Stock Option (Right to Buy)	08/24/2006 ⁽⁴⁾	09/20/2015	Common Stock	4,340	\$ 2.55	D	Â
Stock Option (Right to Buy)	01/31/2007 ⁽⁴⁾	01/31/2016	Common Stock	14,465	\$ 2.94	D	Â
Stock Option (Right to Buy)	10/31/2007 ⁽⁵⁾	10/30/2016	Common Stock	37,982	\$ 4.54	D	Â
Stock Option (Right to Buy)	10/21/2008 ⁽⁴⁾	10/20/2017	Common Stock	25,317	\$ 4.54	D	Â
Stock Option (Right to Buy)	11/21/2009 ⁽⁵⁾	11/20/2018	Common Stock	54,260	\$ 0.15	D	Â
Restricted Stock Units	08/18/2010 ⁽⁹⁾	08/17/2018	Common Stock	37,982	\$ 0.01	D	Â
Restricted Stock Units	08/10/2009 ⁽⁶⁾	12/04/2015	Common Stock	645	\$ 0.01	D	Â
Restricted Stock Units	08/10/2009 ⁽⁷⁾	03/21/2017	Common Stock	748	\$ 0.01	D	Â
Restricted Stock Units	08/10/2009 ⁽⁸⁾	10/30/2016	Common Stock	6,733	\$ 0.01	D	Â
Restricted Stock Units	10/03/2009 ⁽¹⁰⁾	10/03/2017	Common Stock	5,426	\$ 0.01	D	Â
Restricted Stock Units	10/21/2008 ⁽¹⁰⁾	10/20/2017	Common Stock	3,613	\$ 0.01	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smart Richard 2584 JUNCTION AVENUE SAN JOSE, CA 95134	Â	Â	Â Executive V President R&OR	Â

Signatures

Christopher Croddy,
Attorney-in-Fact

05/26/2009

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) This option vests 12/48ths of the shares at the end of the first year and 1/48th of the shares each month thereafter.
- (2) This option vests 6/48ths of the shares six months and one day following the Vesting Commencement date of 6/22/04 and 1/48th of the shares each month thereafter.
- (3) This option vests 100% on the Date of Grant and shall be exercisable on six months and one day after the Date of Grant.
- (4) This option vests 12/48ths of the shares at the end of the first year and 1/48th of the shares each month thereafter.
- (5) This option vests 25% of the shares twelve months after the Vesting Commencement Date, and 1/48th of the shares each month thereafter.
- (6) RSU Vests 276 shares on August 10, 2009 and quarterly thereafter.
- (7) RSU Vests 97 shares on August 10, 2009 and quarterly thereafter.
- (8) RSU Vests 1,188 shares on August 10, 2009 and quarterly thereafter.
- (9) RSU fully vests on 8/18/2010
- (10) RSU vests 25% on each annual anniversary of the grant date.

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.