

PARKER SCOTT  
Form 3  
May 26, 2009

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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**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	
PARKER SCOTT		(Month/Day/Year)	OCLARO, INC. [OCLR]	
(Last)	(First)	05/13/2009		
2584 JUNCTION AVENUE			4. Relationship of Reporting Person(s) to Issuer	
(Street)			(Check all applicable)	
SAN JOSE, CA 95134			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) Exec. V Pres. Sales & Marcom	
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

**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	50,761	D	

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

**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.**

**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	Title	Amount or Number of		

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				Shares		(I) (Instr. 5)	
Stock Option (Right to Buy)	11/27/2008 <sup>(1)</sup>	12/20/2017	Common Stock	92,242	\$ 3.65	D	Â
Stock Option (Right to Buy)	11/21/2009 <sup>(1)</sup>	11/20/2018	Common Stock	189,910	\$ 0.15	D	Â
Restricted Stock Units	12/21/2008 <sup>(2)</sup>	12/20/2017	Common Stock	19,891	\$ 0.01	D	Â
Restricted Stock Units	08/18/2009 <sup>(3)</sup>	08/17/2018	Common Stock	75,964	\$ 0.01	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARKER SCOTT 2584 JUNCTION AVENUE SAN JOSE, CA 95134	Â	Â	Â Exec. V Pres. Sales & Marcom	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 25% of the shares twelve months after the Vesting Commencement Date, and 1/48th of the shares each month thereafter.
- (2) RSU shall vest 25% on each annual anniversary.
- (3) RSU fully vests on 8/18/2010.

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.