

Smart Richard
Form 4
August 14, 2009

FORM 4

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

OMB APPROVAL

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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 *
Smart Richard

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

SAN JOSE, CA 95134

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
OCLARO, INC. [OCLR]

3. Date of Earliest Transaction (Month/Day/Year)
08/12/2009

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)
Executive V President R&OR

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	08/12/2009		S		181 ⁽²⁾	D	\$ 0.6005 <u>(1)</u> 80,542
Common Stock	08/12/2009		S		614 ⁽³⁾	D	\$ 0.6005 <u>(1)</u> 79,928
Common Stock	08/12/2009		S		60 ⁽⁴⁾	D	\$ 0.6005 <u>(1)</u> 79,868

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 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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
				Code	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
Smart Richard 2584 JUNCTION AVENUE SAN JOSE, CA 95134			Executive	V President R&OR

Signatures

Christopher Croddy,
Attorney-in-Fact
08/14/2009
**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 price range for sales of these shares was between \$0.59 to \$0.61. Upon appropriate request, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- (2) On August 10, 2009 the Reporting Person vested in 276 Restricted Stock Units, and as a result of the vesting acquired 276 shares of Common Stock of the Issuer pursuant to the Reporting Person's January 23, 2006 grant of RSUs. This Form 4 reports the sale of shares by the Issuer to satisfy the Reporting Person's various tax obligations pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 28, 2009. The Issuer will pay the taxes on behalf of the Reporting Person.
- (3) On August 10, 2009 the Reporting Person vested in 1,188 Restricted Stock Units, and as a result of the vesting acquired 1,188 shares of Common Stock of the Issuer pursuant to the Reporting Person's October 9, 2006 grant of RSUs. This Form 4 reports the sale of shares by the Issuer to satisfy the Reporting Person's various tax obligations pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 28, 2009. The Issuer will pay the taxes on behalf of the Reporting Person.

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- (4) On August 10, 2009 the Reporting Person vested in 98 Restricted Stock Units, and as a result of the vesting acquired 98 shares of Common Stock of the Issuer pursuant to the Reporting Person's March 21, 2007 grant of RSUs. This Form 4 reports the sale of shares by the Issuer to satisfy the Reporting Person's various tax obligations pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 28, 2009. The Issuer will pay the taxes on behalf of the Reporting Person.

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.