

Smart Richard
Form 4
November 13, 2009

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 *
Smart Richard

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/11/2009

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

Executive V President R&OR

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SAN JOSE, CA 95134

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price		
Common Stock	11/11/2009		S	482 ⁽¹⁾	D	\$ 1,2119	99,980	D	
Common Stock	11/11/2009		S	102 ⁽²⁾	D	\$ 1,2119	99,878	D	
Common Stock	11/11/2009		S	58 ⁽³⁾	D	\$ 1,2119	99,820	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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 (Instr. 5)
				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

Catherine Rundle,
Attorney-in-Fact
11/13/2009
Date

**Signature of Reporting Person

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 November 10, 2009 the Reporting Person vested in 1,288 Restricted Stock Units, and as a result of the vesting acquired 1,288 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.
 - (2) On November 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 November 10, 2009 the Reporting Person vested in 114 Restricted Stock Units, and as a result of the vesting acquired 114 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.

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