

Haynes James Douglas
 Form 4
 November 13, 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 *
 Haynes James Douglas

(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)
 11/11/2009

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)
 Chief Operating Officer

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
			Code	V	Price		
Common Stock	11/11/2009		S		2,891 (1)	\$ 1.2101	89,773 D
Common Stock	11/11/2009		S		1,430 (2)	\$ 1.2101	88,343 D

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

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SEC 1474
 (9-02)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Haynes James Douglas 2584 JUNCTION AVENUE SAN JOSE, CA 95134			Chief Operating Officer	

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 5,208 Restricted Stock Awards, and as a result of the vesting acquired 5,208 shares of Common Stock of the Issuer pursuant to the Reporting Person's November 11, 2005 grant of RSAs. 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 14, 2009. The Issuer will pay the taxes on behalf of the Reporting Person.
- (2) On November 10, 2009 the Reporting Person vested in 2,478 Restricted Stock Awards, and as a result of the vesting acquired 2,478 shares of Common Stock of the Issuer pursuant to the Reporting Person's January 28, 2008 grant of RSAs. 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 14, 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.