Haynes James Douglas Form 4 February 16, 2010

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

OMB APPROVAL

subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

SECURITIES

Estimated average burden hours per response...

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

1(b).

(C:+-)

(Print or Type Responses)

(Ctata)

(7:m)

Name and Address of Reporting Person * Haynes James Douglas			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)	3. Date of Earliest Transaction	(Sheek all applicable)			
2584 JUNCTION AVENUE		E	(Month/Day/Year) 02/11/2010	Director 10% Owner X Officer (give title Other (specifical below) Chief Operating Officer			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
SAN JOSE, CA 95134			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (A	Table Table	e I - Non-D	erivative Securities Ac	quired, Disposed	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				(A)	Reported		
				(A)	Transaction(s)		
			C-1- V	Or	(Instr. 3 and 4)		
			Code V	Amount (D) Price			
Common	02/11/2010		S	1,430 D \$	86,913	D	
Stock	02/11/2010		5	$\frac{(1)}{1.82}$	00,713	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)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Lacroisdoic	Dute		of		
				Code V	(A) (D)				Shares		

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 02/16/2010

**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).

On February 10, 2010 the Reporting Person vested in 2,479 Restricted Stock Awards, and as a result of the vesting acquired 2,479 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.

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