## Edgar Filing: OCLARO, INC. - Form 4

| OCLARO, II   | NC.                                     |  |          |  |              |                |             |  |   |                        |  |
|--|---|--|----------|--|--------------|----------------|-------------|--|---|------------------------|--|
| Form 4   | 010                                     |  |          |  |              |                |             |  |   |                        |  |
| August 13, 2   |   |  |          |  |              |                |             |  |   | PROVAL                 |  |
| FORM   |   | TIES AND EXCHANGE COMMISSION<br>ington, D.C. 20549 |          |  |              | OMB<br>Number: | 3235-0287   |  |   |                        |  |
| Check this box<br>if no longer<br>subject to<br>Section 16.<br>Section 16.       |   |  |          | GES IN BENEFICIAL OWNERSHIP OF<br>SECURITIES           |              |                |             |  | Expires: January 31,<br>2005<br>Estimated average<br>burden hours per |                        |  |
| Form 4 or<br>Form 5<br>obligatior<br>may conti<br><i>See</i> Instru<br>1(b).     | Filed purs<br>ns Section 17(a           | a) of the Pul                                      | blic Ut  | • •  | ling Con     | ipany          | Act of      | e Act of 1934,<br>1935 or Section<br>0   | response  | 0.5                    |  |
| (Print or Type R   | Responses)                              |  |          |  |              |                |             |  |   |                        |  |
| COUDER ALAIN A Symbol  |   |  |          | r Name <b>and</b> Ticker or Trading<br>RO, INC. [OCLR] |              |                |             | 5. Relationship of Reporting Person(s) to<br>Issuer  |   |                        |  |
| (Last) (First) (Middle) 3. Date of<br>(Month/Da<br>2584 JUNCTION AVENUE 08/11/20 |   |  |          | -  |              |                |             | (Check all applicable)   |   |                        |  |
|  |   |  |          |  |              |                |             | _X_ Director 10% Owner<br>_X_ Officer (give title Other (specify<br>below) below)<br>Chief Executive Officer       |   |                        |  |
|  |   |  |          | endment, Date Original<br>nth/Day/Year)                |              |                |             | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)<br>_X_ Form filed by One Reporting Person            |   |                        |  |
| SAN JOSE,  | CA 95134                                |  |          |  |              |                |             | Form filed by M<br>Person  | ore than One Re   | porting                |  |
| (City)   | (State)                                 | (Zip)  | Table    | e I - Non-D  | erivative    | Secur          | ities Acq   | uired, Disposed of   | , or Beneficial   | ly Owned               |  |
| 1.Title of<br>Security<br>(Instr. 3)   | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution D<br>any<br>(Month/Day     | Date, if | 3.<br>Transactio<br>Code<br>(Instr. 8)<br>Code V       | (Instr. 3,   | spose          | d of (D)    | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4)  | Indirect<br>Beneficial |  |
| Common<br>Stock  | 08/11/2010                              |  |          | S  | 1,112<br>(1) | D              | \$<br>11.39 | 53,780   | D   |                        |  |

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

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 Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5.<br>orNumber<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |                     | ate                | Secur | ınt of<br>rlying                       | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secu<br>Bene<br>Owna<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|---|--|---|---------------------|--------------------|-------|--|---|--|
|   |   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |   |  |

## **Reporting Owners**

| <b>Reporting Owner Name / Address</b>                        | Relationships |            |                         |       |  |  |  |
|--|---------------|------------|-------------------------|-------|--|--|--|
|  | Director      | 10% Owner  | Officer                 | Other |  |  |  |
| COUDER ALAIN A<br>2584 JUNCTION AVENUE<br>SAN JOSE, CA 95134 | Х             |            | Chief Executive Officer |       |  |  |  |
| Signatures   |               |            |                         |       |  |  |  |
| Christopher Croddy,<br>Attorney-in-Fact                      |               | 08/13/2010 |                         |       |  |  |  |
| **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).

On August 10, 2010 the Reporting Person vested in 2,344 Restricted Stock Awards, and as a result of the vesting acquired 2,344 shares of Common Stock of the Issuer pursuant to the Reporting Person's August 13, 2007 grant of RSAs. This Form 4 reports the sale of shares by

(1) Common stock of the Issuer pursuant to the Reporting Person's August 13, 2007 grant of RSAs. This Form 4 reports the safe of shares of 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 5, 2010. 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.