

Rundle Catherine Hunt
 Form 4
 February 11, 2011

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 *
 Rundle Catherine Hunt

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
 (Month/Day/Year)

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

2584 JUNCTION AVENUE

02/08/2011

General Counsel

(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	02/08/2011		S		3,397	D		\$ 15.1831 (1)
Common Stock	02/08/2011		M		2,333 (3)	A		\$ 3.1
Common Stock	02/08/2011		M		14,500 (3)	A		\$ 8.9
Common Stock	02/08/2011		S		14,500	D		\$ 15.1831 (1)
	02/08/2011		M			A		\$ 3.5

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Common Stock					12,749			
					<u>(3)</u>			
Common Stock	02/08/2011		S	12,749	D	\$ 15.1831	33,337	D
						<u>(1)</u>		
Common Stock	02/10/2011		S	101	D	\$ 16.395	33,236	D
						<u>(5)</u>		

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.

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 3.1	02/08/2011		M	2,333 <u>(2)</u>	05/13/2010 05/13/2017	Common Stock 2,333 <u>(2)</u>
Employee Stock Option (Right to Buy)	\$ 8.9	02/08/2011		M	14,500 <u>(2)</u>	08/15/2009 08/15/2018	Common Stock 14,500 <u>(2)</u>
Employee Stock Option (Right to Buy)	\$ 3.5	02/08/2011		M	12,749 <u>(2)</u>	08/15/2010 08/15/2019	Common Stock 12,749 <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

