PARKER SCOTT Form 4

February 11, 2011

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

0.5

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

response...

burden hours per

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PARKER SCOTT			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	(Sheeth air applicable)			
			(Month/Day/Year)	Director 10% Owner			
2584 JUNCTION AVENUE			02/08/2011	_X_ Officer (give title Other (specify below)			
				Exec. V Pres. Sales & Marcom			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
SAN JOSE, C	CA 95134			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	rities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)					5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(Instr. 4)	
Common Stock	02/08/2011		M	20,574 (2)	A	\$ 0.75	41,108	D	
Common Stock	02/08/2011		S	20,574	D	\$ 15.2088 (3)	20,534	D	
Common Stock	02/08/2011		M	5,833 (2)	A	\$ 3.1	26,367	D	
Common Stock	02/08/2011		S	5,833	D	\$ 15.2088 (3)	20,534	D	
	02/08/2011		M		A	\$ 3.5	30,450	D	

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Common Stock			9,916 (2)				
Common Stock	02/08/2011	S	9,916	D	\$ 15.2088 (3)	20,534	D
Common Stock	02/08/2011	M	3,843 (2)	A	\$ 6.8	24,377	D
Common Stock	02/08/2011	S	3,843	D	\$ 15.2088 (3)	20,534	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)

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. Transacti Code (Instr. 8)	orDeri Secu Acq or D (D)	urities uired (A) isposed of er. 3, 4,	6. Date Exerci Expiration Dat (Month/Day/Y	te	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)	\$ 0.75	02/08/2011		M		20,574 (1)	11/21/2009	11/21/2018	Common Stock	20,574 (1)
Employee Stock Option (Right to Buy)	\$ 3.1	02/08/2011		M		5,833 (1)	05/13/2010	05/13/2019	Common Stock	5,833 (1)
Employee Stock Option (Right to Buy)	\$ 3.5	02/08/2011		M		9,916 (1)	08/15/2010	08/15/2019	Common Stock	9,916 (1)
	\$ 6.8	02/08/2011		M			12/02/2010	12/02/2019		

 Employee
 3,843
 Common 3,843

 Stock
 (1)
 Stock (1)

 Option
 ...
 ...

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PARKER SCOTT

(Right to Buy)

2584 JUNCTION AVENUE Exec. V Pres. Sales & Marcom

SAN JOSE, CA 95134

Signatures

Catherine Rundle,
Attorney-in-Fact
02/11/2011

**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).
- (1) Non-market, exempted disposition of a vested employee stock option upon its exercise.
- (2) Non-market, exempted acquisition of shares of common stock upon the exercise of an employee stock option for cash.
- (3) The price range for sales of these shares was between \$15.00 to \$15.55. Upon appropriate request, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

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.

Reporting Owners 3