

OCLARO, INC.
Form 4
August 17, 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 *
COUDER ALAIN A

(Last) (First) (Middle)
2560 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)
08/15/2011

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)
Chairman, CEO

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	08/15/2011		A		50,000 (1) \$ 0	D	
Common Stock	08/15/2011		S		305 (2) \$ 4.0801 (3)	D	
Common Stock	08/17/2011		S		9,671 (4) \$ 3.7623 (5)	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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 4.33	08/15/2011		A	70,000 (6)	08/15/2012 08/15/2021	Common Stock	70,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COUDER ALAIN A 2560 JUNCTION AVENUE SAN JOSE, CA 95134	X		Chairman, CEO	

Signatures

Christopher Croddy,
Attorney-in-Fact

08/17/2011

__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) The restricted award vests 25% on the one year anniversary, then 6.25% every 3 month period thereafter.
- (2) Sale of 305 shares pursuant to a Rule 10b5-1 trading plan to satisfy tax obligations arising in connection with the vesting of previously granted and reported restricted stock awards.
- (3) The price range for sales of these shares was between \$4.0701 to \$4.0801. Upon appropriate request, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- (4) Sale of 9,671 shares to satisfy tax obligations arising in connection with the vesting of previously granted and reported restricted stock awards.
- (5) The price range for sales of these shares was between \$3.75 to \$3.78. Upon appropriate request, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

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(6) The option vests 25% on the one year anniversary, then 36 equal monthly installments thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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