

FRIEND DAVID
Form 4
February 16, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
FRIEND DAVID

(Last) (First) (Middle)

C/O CARBONITE, INC., 177
HUNTINGTON AVENUE

(Street)

BOSTON, MA 02115

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Carbonite Inc [CARB]

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2012

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)
CEO and President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/07/2012		M		26,935	A	\$ 1.31
Common Stock	02/07/2012		M		1	A	\$ 2.64
Common Stock	02/14/2012		M		2,438	A	\$ 2.64
Common Stock	02/14/2012		M		1,312	A	\$ 2.64
Common Stock							3,000
						I ⁽¹⁾	By Son ⁽¹⁾

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Common Stock		3,000	I <u>(2)</u>	By Son <u>(2)</u>
Common Stock		3,000	I <u>(3)</u>	By Daughter <u>(3)</u>
Common Stock		3,000	I <u>(4)</u>	By Daughter <u>(4)</u>
Common Stock		100,000	I <u>(5)</u>	By Trust <u>(5)</u>
Common Stock		500,000	I <u>(6)</u>	By Trust <u>(6)</u>
Common Stock		101,849	I <u>(7)</u>	By Trust <u>(7)</u>
Common Stock		106,806	I <u>(8)</u>	By Trust <u>(8)</u>
Common Stock		101,849	I <u>(9)</u>	By Trust <u>(9)</u>
Common Stock		106,806	I <u>(10)</u>	By Trust <u>(10)</u>
Common Stock		24,000	I <u>(11)</u>	By Trust <u>(11)</u>

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

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(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. 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)	8. Amount or Number of Shares
Stock Option (right to	\$ 1.31	02/07/2012		M	26,935	<u>(12)</u> 10/02/2018	Common Stock	26,935

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These shares are owned by the David Friend 2009 Qualified Annuity Trust II. The reporting person is trustee of the trust. The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

- (8) These shares are owned by the David Friend 2009 Qualified Annuity Trust III. The reporting person is trustee of the trust. The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

- (9) These shares are owned by the Margaret F.A. Shepherd 2009 Qualified Annuity Trust. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

- (10) These shares are owned by the Margaret F.A. Shepherd 2009 Qualified Annuity Trust II. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

- (11) These shares are owned by the Friend-Shepherd Family 2009 Irrevocable Trust II. The reporting person is trustee of the trust. The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

- (12) This option became exercisable as to 26,935 shares of common stock on February 7, 2012 and will become exercisable as to remaining underlying shares of common stock in 2 equal quarterly installments beginning on May 7, 2012.

- (13) This option became exercisable as to 2,438 shares of common stock on November 14, 2011 and as an additional 2,438 shares of common stock on February 14, 2012. This option was exercised for 2,437 shares of common stock on November 14, 2011, for 1 share of common stock on February 7, 2012, and for 2,438 shares of common stock on February 14, 2012. This option will become exercisable as to the remaining underlying shares of common stock in 7 equal quarterly installments beginning on May 14, 2012.

- (14) This option became exercisable as to 1,312 shares of common stock on February 14, 2012 and will become exercisable as to the remaining underlying shares of common stock in 11 equal quarterly installments beginning on May 14, 2012.

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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