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FLOWERS Form 4 May 21, 20 FORM Check th if no lon subject to Section Form 4 Form 5 obligation may con <i>See</i> Insta 1(b).	12 A 4 UNITED STATE his box loger STATEMENT C 16. or Filed pursuant to Section 17(a) of the 20(h)	Wasl DF CHANC Section 16	hington, GES IN SECUR (a) of th lity Hold	D.C. 20 BENEF ITIES e Securit ding Cor	549 ICIA ties E	LOWN Exchange y Act of	NERSHIP OF e Act of 1934, 1935 or Section	OMB Number: Expires: Estimated a burden hour response	0	
(Print or Type	Responses)									
1. Name and J FLOWERS	Address of Reporting Person <u>*</u> S JEFFRY	2. Issuer Symbol Carbonit	Name and e Inc [C.		Tradi	ng	5. Relationship of I Issuer			
(Last)	(First) (Middle)	3. Date of 1	-	-			(Check	all applicable)	
(Month/DaC/O CARBONITE, INC., 177HUNTINGTON AVENUE				-				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Director Chief Architect		
BOSTON,	(Street) MA 02115	4. If Amen Filed(Mont		-	ıl		6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by M	ne Reporting Per	rson	
(City)	(State) (Zip)	Tabla	I Non F	Animatina	Second	itian A any	Person uired, Disposed of,	or Donoficial	w Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Dee (Month/Day/Year) Execution any	med on Date, if	3. Transactio Code (Instr. 8)	4. Securi	ties A spose	cquired d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect	
			Code V	Amount	(D)	Price \$	(Instr. 3 and 4)			
Common Stock	05/17/2012 <u>(1)</u>		S	2,629	D	φ 8.9457 (2)	825,375	D		
Common Stock	05/17/2012 <u>(1)</u>		S	70	D	\$ 8.9457 (2)	109,340	I <u>(3)</u>	By Trust ⁽³⁾	
Common Stock	05/17/2012 <u>(1)</u>		S	272	D	\$ 8.9457 (2)	123,276	I <u>(4)</u>	By Trust (4)	
Common Stock	05/17/2012 <u>(1)</u>		S	70	D	\$ 8.9457	109,340	I <u>(5)</u>	By Trust	

					(2)			
Common Stock	05/17/2012 <u>(1)</u>	S	272	D	\$ 8.9457 (2)	123,276	I <u>(6)</u>	By Trust (6)
Common Stock	05/17/2012 <u>(1)</u>	S	96	D	\$ 8.9457 (2)	43,255	I <u>(7)</u>	By Trust (7)
Common Stock	05/17/2012 <u>(1)</u>	S	96	D	\$ 8.9457 (2)	43,255	I <u>(8)</u>	By Trust (8)
Common Stock	05/18/2012 <u>(1)</u>	S	2,629	D	\$ 8.3828 (9)	822,746	D	
Common Stock	05/18/2012 <u>(1)</u>	S	70	D	\$ 8.3828 (9)	109,270	I <u>(3)</u>	By Trust (3)
Common Stock	05/18/2012 <u>(1)</u>	S	272	D	\$ 8.3828 (9)	123,004	I <u>(4)</u>	By Trust (4)
Common Stock	05/18/2012 <u>(1)</u>	S	70	D	\$ 8.3828 (9)	109,270	I <u>(5)</u>	By Trust (5)
Common Stock	05/18/2012 <u>(1)</u>	S	272	D	\$ 8.3828 (9)	123,004	I <u>(6)</u>	By Trust (6)
Common Stock	05/18/2012 <u>(1)</u>	S	96	D	\$ 8.3828 (9)	43,159	I <u>(7)</u>	By Trust (7)
Common Stock	05/18/2012 <u>(1)</u>	S	96	D	\$ 8.3828 (9)	43,159	I <u>(8)</u>	By Trust $\frac{(8)}{2}$
Common Stock						28,839	I (10)	By Spouse

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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber	Expiration Date	Amount of	Derivative	Deriv

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or	5	/Year)	Underlying Securities (Instr. 3 and 4)		Security (Instr. 5)	Secur Bene Owne Follo Repo
				Disposed of (D) (Instr. 3, 4, and 5)						Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
FLOWERS JEFFRY C/O CARBONITE, INC. 177 HUNTINGTON AVENUE BOSTON, MA 02115	Х		Chief Architect					
Signatures								
/s/ Jessica Foley, by power of attorney		05/21/2012						

attorney

Date

Explanation of Responses:

**Signature of Reporting Person

- * 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).
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 15, (1) 2011.

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$8.83 to \$9.07, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the

(2) Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

These shares are owned by the Jeffry Flowers 2009 Grantor Retained Annuity Trust No. 1. 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

(3) 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.

These shares are owned by the Jeffry Flowers 2009 Grantor Retained Annuity Trust No. 2. 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

(4) 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.

These shares are owned by the Laurie Flowers 2009 Grantor Retained Annuity Trust No. 1. The reporting person's spouse is trustee of (5) 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.

These shares are owned by the Laurie Flowers 2009 Grantor Retained Annuity Trust No. 2. The reporting person's spouse is trustee of (6) the trust. The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that

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the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

These shares are owned by the Jeffry Flowers 2010 Grantor Retained Annuity Trust. The reporting person 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.

These shares are owned by the Laurie Flowers 2010 Grantor Retained 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.

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$8.02 to \$8.80, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the

- (9) The second metric is the reporting person undertakes to provide to the issuer, any second provide to the issuer, or the second of the second provide to the issuer, any second provide to the issuer, or the second provide to the issuer, and the second provide to the issuer, any second provide to the issuer, and the second provide to the issuer, and second provide to the issuer, any second provide to the issuer, and issuer, and the second provide to the second provide to the issuer, and the second provide to the second provide to the second provide to the issuer, and the second provide to the second provide
- (10) These shares are owned by Laurie Flowers. 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.

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.