

FLOWERS JEFFRY
Form 4
May 24, 2012

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 *
FLOWERS JEFFRY

(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)
05/23/2012

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)
Chief Architect

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 05/23/2012 ⁽¹⁾ | | S | | 2,629 D \$ 7.9695 ⁽²⁾ | 814,859 | D |
| Common Stock | 05/23/2012 ⁽¹⁾ | | S | | 70 D \$ 7.9695 ⁽²⁾ | 109,060 | I ⁽³⁾ |
| Common Stock | 05/23/2012 ⁽¹⁾ | | S | | 272 D \$ 7.9695 ⁽²⁾ | 122,188 | I ⁽⁴⁾ |
| Common Stock | 05/23/2012 ⁽¹⁾ | | S | | 70 D \$ 7.9695 ⁽⁵⁾ | 109,060 | I ⁽⁵⁾ |

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| | | | | | (2) | | | | |
|--------------|---------------------------|---|-------|---|--------------|---------|-------------------|---------------------------|--|
| Common Stock | 05/23/2012 ⁽¹⁾ | S | 272 | D | \$ 7.9695 | 122,188 | I ⁽⁶⁾ | By Trust ⁽⁶⁾ | |
| Common Stock | 05/23/2012 ⁽¹⁾ | S | 96 | D | \$ 7.9695 | 42,871 | I ⁽⁷⁾ | By Trust ⁽⁷⁾ | |
| Common Stock | 05/23/2012 ⁽¹⁾ | S | 96 | D | \$ 7.9695 | 42,871 | I ⁽⁸⁾ | By Trust ⁽⁸⁾ | |
| Common Stock | 05/24/2012 ⁽¹⁾ | S | 2,629 | D | \$ 7.7363 | 812,230 | D | | |
| Common Stock | 05/24/2012 ⁽¹⁾ | S | 70 | D | \$ 7.7363 | 108,990 | I ⁽³⁾ | By Trust ⁽³⁾ | |
| Common Stock | 05/24/2012 ⁽¹⁾ | S | 272 | D | \$ 7.7363 | 121,916 | I ⁽⁴⁾ | By Trust ⁽⁴⁾ | |
| Common Stock | 05/24/2012 ⁽¹⁾ | S | 70 | D | \$ 7.7363 | 108,990 | I ⁽⁵⁾ | By Trust ⁽⁵⁾ | |
| Common Stock | 05/24/2012 ⁽¹⁾ | S | 272 | D | \$ 7.7363 | 121,916 | I ⁽⁶⁾ | By Trust ⁽⁶⁾ | |
| Common Stock | 05/24/2012 ⁽¹⁾ | S | 96 | D | \$ 7.7363 | 42,775 | I ⁽⁷⁾ | By Trust ⁽⁷⁾ | |
| Common Stock | 05/24/2012 ⁽¹⁾ | S | 96 | D | \$ 7.7363 | 42,775 | I ⁽⁸⁾ | By Trust ⁽⁸⁾ | |
| Common Stock | | | | | | 28,839 | I ⁽¹⁰⁾ | By Spouse ⁽¹⁰⁾ | |

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

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

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

(7) 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.

(8) 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.

(9) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$7.55 to \$7.98, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the 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.

(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.

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