FRIEND DAVID Form 4

# FORM 4

May 30, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 3235-0287

Number:

5. Relationship of Reporting Person(s) to

January 31,

0.5

Expires: 2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

Common

Common

Stock

Stock

05/25/2012(1)

05/25/2012(1)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

See Instruction

FRIEND DAVID			Symbol Carbonite Inc [CARB]					Issuer (Check all applicable)			
		(First) ( ONITE, INC., 17 ΓΟΝ AVENUE	Middle)		f Earliest T Day/Year) 012	ransaction			X Director X Officer (give below)	10%	Owner er (specify
	BOSTON, N	(Street) MA 02115			endment, Day/Yea		al		6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M Person		rson
	(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficial	ly Owned
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deem Execution any (Month/D	Date, if	3. Transaction Code (Instr. 8)	4. Securion(A) or Di (Instr. 3,	ispose 4 and (A) or	d of (D) 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)
	Common Stock	05/25/2012(1)			S	2,629	D	\$ 7.6258 (2)	830,780	D	
	Common Stock	05/25/2012(1)			S	90	D	\$ 7.6258	97,150	I (3)	By Trust

S

S

422

81

(2) \$

(2)

\$

7.6258

7.6258

443,836

83,024

I (4)

I (5)

D

D

By Trust

By Trust

(4)

(5)

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					(2)			
Common Stock	05/25/2012 <u>(1)</u>	S	91	D	\$ 7.6258 (2)	95,652	I (6)	By Trust
Common Stock	05/25/2012(1)	S	81	D	\$ 7.6258	83,024	I (7)	By Trust
Common Stock	05/25/2012(1)	S	91	D	\$ 7.6258 (2)	95,652	I (8)	By Trust
Common Stock	05/25/2012 <u>(1)</u>	S	22	D	\$ 7.6258	23,296	I (9)	By Trust
Common Stock	05/29/2012(1)	S	2,629	D	\$ 7.5959 (10)	828,151	D	
Common Stock	05/29/2012(1)	S	90	D	\$ 7.5959 (10)	97,060	I (3)	By Trust
Common Stock	05/29/2012(1)	S	422	D	\$ 7.5959 (10)	443,414	I (4)	By Trust
Common Stock	05/29/2012(1)	S	81	D	\$ 7.5959 (10)	82,943	I (5)	By Trust
Common Stock	05/29/2012(1)	S	91	D	\$ 7.5959 (10)	95,561	I (6)	By Trust
Common Stock	05/29/2012 <u>(1)</u>	S	81	D	\$ 7.5959 (10)	82,943	I (7)	By Trust
Common Stock	05/29/2012 <u>(1)</u>	S	91	D	\$ 7.5959 (10)	95,561	I (8)	By Trust
Common Stock	05/29/2012 <u>(1)</u>	S	22	D	\$ 7.5959 (10)	23,274	I (9)	By Trust
Common Stock						24,525	I (11)	By Spouse
Common Stock						3,000	I (12)	By Son (12)
Common Stock						3,000	I (13)	By Son <u>(13)</u>

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Common Stock	3,000	I (14)	By Daughter
Common Stock	3,000	I (15)	By Daughter

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.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. DriNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Deletionshins

# **Reporting Owners**

Reporting Owner Name / Address	Keiauonsnips								
Treporting of their Films (Films)	Director	10% Owner	Officer	Other					
FRIEND DAVID C/O CARBONITE, INC. 177 HUNTINGTON AVENUE BOSTON, MA 02115	X		CEO and President						
Signatures									
/s/ Robert Katz, by power of attorney		05/30/2012							
**Signature of Reporting Person		Date							

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# **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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 12, 2011.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$7.53 to \$7.71, 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.
- These shares are owned by the David Friend 2011 Qualified Annunity Trust I. 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.
- These shares are owned by the David Friend 2010 Qualified Annunity Trust I. 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.
- These shares are owned by the David Friend 2009 Qualified Annunity 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.
- These shares are owned by the David Friend 2009 Qualified Annunity 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.
- 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.
- 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.
- 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.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$7.38 to \$7.83, 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.
- These shares are owned by Margaret F.A. Shepherd. 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 Jasper Friend. 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 Zachery Friend. 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 Lilian Friend. 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.
- (15) These shares are owned by Zoe Friend. 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.