

FLOWERS JEFFRY
Form 4
August 17, 2011

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 *
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)
08/16/2011

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)
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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/16/2011 | | C | | 17,121 | A | 11 |
| Common Stock | | | | | 127,426 | I (2) | By Trust (2) |
| Common Stock | | | | | 138,526 | I (3) | By Trust (3) |
| Common Stock | | | | | 127,426 | I (4) | By Trust (4) |
| Common Stock | | | | | 138,526 | I (5) | By Trust (5) |

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| | | | |
|--------------|--------|--------------|---------------------|
| Common Stock | 50,000 | I <u>(6)</u> | By Trust <u>(6)</u> |
| Common Stock | 50,000 | I <u>(7)</u> | By Trust <u>(7)</u> |

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)

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. Price or Amount of Derivative Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Series A Preferred Stock | <u>(1)</u> | 08/16/2011 | | C | 5,707 | <u>(1)</u> <u>(1)</u> | Common Stock | 17,121 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| FLOWERS JEFFRY C/O CARBONITE, INC. 177 HUNTINGTON AVENUE BOSTON, MA 02115 | X | | Chief Architect | |

Signatures

/s/ Danielle Sheer, by power of attorney
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).

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- (1) Each share of the Issuer's Preferred Stock converted into Common Stock on a 1:3 basis upon the closing of the Issuer's initial public offering and had no expiration date.
These shares are owned by the Jeffrey Flowers 2009 Grantor Retained Annuity Trust No. 1. The reporting person is trustee of the trust.
- (2) 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 Jeffrey Flowers 2009 Grantor Retained Annuity Trust No. 2. The reporting person is trustee of the trust.
- (3) 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 Laurie Flowers 2009 Grantor Retained Annuity Trust No. 1. The reporting person's spouse is trustee of the trust.
- (4) 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 the trust.
- (5) 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 Jeffrey Flowers 2010 Grantor Retained Annuity Trust. The reporting person is trustee of the trust.
- (6) 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.
- (7) 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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