

PARDUN THOMAS E
Form 4
February 24, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
PARDUN THOMAS E

(Last) (First) (Middle)

C/O CALIX, INC., 1035 N. MCDOWELL BLVD.

(Street)

PETALUMA, CA 94952

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CALIX, INC [calx]

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2011

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)

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 | 02/22/2011 | | A | 18,786 (1) A \$ 0 | 18,786 | D | |
| Common Stock | 02/22/2011 | | A | 4,533 (2) A \$ 0 | 23,319 (3) | D | |

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

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SEC 1474 (9-02)

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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 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 buy) | \$ 22.59 | 02/22/2011 | | A | 121 ⁽⁴⁾ | ⁽⁵⁾ 09/21/2015 | Common Stock | 121 |
| Stock Option (right to buy) | \$ 22.59 | 02/22/2011 | | A | 182 ⁽⁶⁾ | ⁽⁵⁾ 09/21/2015 | Common Stock | 182 |
| Stock Option (right to buy) | \$ 42.6 | 02/22/2011 | | A | 2,435 ⁽⁷⁾ | ⁽⁵⁾ 04/27/2016 | Common Stock | 2,435 |
| Stock Option (right to buy) | \$ 18.44 | 02/22/2011 | | A | 10,000 | ⁽⁸⁾ 02/22/2021 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PARDUN THOMAS E C/O CALIX, INC. 1035 N. MCDOWELL BLVD. PETALUMA, CA 94952 | | | X | |

Signatures

/s/ Thomas
Pardun

02/23/2011

**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).

(1) Pursuant to the Agreement and Plan of Merger and Reorganization (the "Merger Agreement") dated as of September 16, 2010 by and among Calix, Inc., Ocean Sub I, Inc., Ocean Sub II, LLC and Occam Networks, Inc. ("Occam"), the Reporting Person exchanged 64,228 shares of Common Stock of Occam for a cash payment of \$246,231 and 18,786 shares of Common Stock of Calix (\$3.8337 in cash and 0.2925 shares of Common Stock of Calix for each share of Common Stock of Occam).

(2) Restricted stock units ("RSUs"). The Reporting Person is entitled to receive one (1) share of Common Stock for each one (1) RSU upon vesting. The RSUs shall vest annually over three (3) years such that 1,511 of the RSUs will vest on February 22, 2012, 1,511 of the RSUs will vest on February 22, 2013, and the remaining 1,511 of the RSUs will vest on February 22, 2014.

(3) Includes 4,533 RSUs.

(4) Pursuant to the Merger Agreement, as of the effective time of the merger, options to purchase 250 shares of Common Stock of Occam at an exercise price of \$11.00 per share were assumed by Calix and exchanged for this option grant.

(5) 100% of the shares subject to the option are fully vested and exercisable.

(6) Pursuant to the Merger Agreement, as of the effective time of the merger, options to purchase 375 shares of Common Stock of Occam at an exercise price of \$11.00 per share were assumed by Calix and exchanged for this option grant.

(7) Pursuant to the Merger Agreement, as of the effective time of the merger, options to purchase 5,000 shares of Common Stock of Occam at an exercise price of \$20.75 per share were assumed by Calix and exchanged for this option grant.

(8) One-third of the shares subject to the option will vest and become exercisable one (1) year after February 22, 2011 (the "Vesting Commencement Date"), and 1/36th of the total number of shares will vest and become exercisable in twenty-four (24) successive and equal monthly installments thereafter, such that 100% of the shares subject to the option will be fully vested and exercisable on the third anniversary of the Vesting Commencement Date.

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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