

PHELAN WILLIAM L.

Form 4

April 01, 2013

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PHELAN WILLIAM L.

(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)
03/28/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

EVP, Core Business

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Beneficial Ownership (Instr. 4)
Common Stock	03/28/2013		M	3,750	A \$ 4.9	3,750	D
Common Stock	03/28/2013		S ⁽¹⁾	3,750	D \$ ⁽²⁾ 10.7773	0	D
Common Stock	03/28/2013		M	2,500	A \$ 9.02	2,500	D
Common Stock	03/28/2013		S ⁽¹⁾	2,500	D \$ 11	0	D

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

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(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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 4.9	03/28/2013		M		3,750		<u>(3)</u>	08/04/2020	Common Stock	3,750
Stock Option (right to buy)	\$ 9.02	03/28/2013		M		2,500		<u>(4)</u>	07/27/2022	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PHELAN WILLIAM L. C/O CARBONITE, INC. 177 HUNTINGTON AVENUE BOSTON, MA 02115	EVP, Core Business

Signatures

/s/ Danielle Sheer, by power of attorney 04/01/2013

__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)

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The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 10, 2012.

- (2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$10.71 to \$10.84, 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.

- (3) This option is currently exercisable for 3,750 shares of common stock, after giving effect to the transactions reported on this Form 4. This option will become exercisable as to the remaining underlying shares of common stock in 6 equal quarterly installments beginning on June 28, 2013.

- (4) This option is currently exercisable for 2,500 shares of common stock, after giving effect to the transactions reported on this Form 4. This option will become exercisable as to the remaining underlying shares of common stock in 14 equal quarterly installments beginning on April 27, 2013.

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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