FRIEND DAVID
Form 4
May 03, 2012

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
FRIEND DAVID

(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)
05/01/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
CEO and President

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/01/2012(1)		S		1,753	D	$ 8.1717 (2)	877,226	D	
Common Stock	05/01/2012(1)		S		60	D	$ 8.1717 (2)	98,740	I (3)	By Trust (3)
Common Stock	05/01/2012(1)		S		281	D	$ 8.1717 (2)	451,291	I (4)	By Trust (4)
Common Stock	05/01/2012(1)		S		54	D	$ 8.1717	84,455	I (5)	By Trust (5)

					(2)			
Common Stock	05/01/2012(1)	S	61	D	$ 8.1717 (2)	97,260	I (6)	By Trust (6)
Common Stock	05/01/2012(1)	S	54	D	$ 8.1717 (2)	84,455	I (7)	By Trust (7)
Common Stock	05/01/2012(1)	S	61	D	$ 8.1717 (2)	97,260	I (8)	By Trust (8)
Common Stock	05/01/2012(1)	S	15	D	$ 8.1717 (2)	23,685	I (9)	By Trust (9)
Common Stock	05/02/2012(1)	S	1,753	D	$ 7.6987 (10)	875,473	D	
Common Stock	05/02/2012(1)	S	60	D	$ 7.6987 (10)	98,680	I (3)	By Trust (3)
Common Stock	05/02/2012(1)	S	281	D	$ 7.6987 (10)	451,010	I (4)	By Trust (4)
Common Stock	05/02/2012(1)	S	54	D	$ 7.6987 (10)	84,401	I (5)	By Trust (5)
Common Stock	05/02/2012(1)	S	61	D	$ 7.6987 (10)	97,199	I (6)	By Trust (6)
Common Stock	05/02/2012(1)	S	54	D	$ 7.6987 (10)	84,401	I (7)	By Trust (7)
Common Stock	05/02/2012(1)	S	61	D	$ 7.6987 (10)	97,199	I (8)	By Trust (8)
Common Stock	05/02/2012(1)	S	15	D	$ 7.6987 (10)	23,670	I (9)	By Trust (9)
Common Stock						24,525	I (11)	By Spouse (11)
Common Stock						3,000	I (12)	By Son (12)
Common Stock						3,000	I (13)	By Son (13)

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

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.

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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	05/03/2012
**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)	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.
(2)	The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $7.98 to $8.32, 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)	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.
(4)	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.
(5)	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.
(6)	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.
(7)	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.
(8)	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.
(9)	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.
(10)	The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $7.50 to $8.09, 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.
(11)	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.
(12)	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.
(13)	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.
(14)	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.
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