

FRIEND DAVID
Form 4
May 11, 2012

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

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 *
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)
05/09/2012

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)
CEO and President

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 05/09/2012 ⁽¹⁾ | | S | | 1,312 D \$ 8.1647 ⁽²⁾ | D | |
| Common Stock | 05/09/2012 ⁽¹⁾ | | S | | 1,317 D \$ 8.1647 ⁽³⁾ | D | |
| Common Stock | 05/09/2012 ⁽¹⁾ | | S | | 45 D \$ 8.1647 ⁽²⁾ | I ⁽⁴⁾ | By Trust ⁽⁴⁾ |
| Common Stock | 05/09/2012 ⁽¹⁾ | | S | | 45 D \$ 8.1647 | I ⁽⁴⁾ | By Trust ⁽⁴⁾ |

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| | | | | | | | | |
|--------------|---------------------------|---|-------|---|---------------------------------|---------|-------------------|--------------------------|
| Common Stock | 05/09/2012 ⁽¹⁾ | S | 211 | D | ⁽³⁾ \$ 8.1647 | 449,111 | I ⁽⁵⁾ | By Trust ⁽⁵⁾ |
| Common Stock | 05/09/2012 ⁽¹⁾ | S | 211 | D | ⁽²⁾ \$ 8.1647 | 448,900 | I ⁽⁵⁾ | By Trust ⁽⁵⁾ |
| Common Stock | 05/09/2012 ⁽¹⁾ | S | 40 | D | ⁽³⁾ \$ 8.1647 | 84,037 | I ⁽⁶⁾ | By Trust ⁽⁶⁾ |
| Common Stock | 05/09/2012 ⁽¹⁾ | S | 41 | D | ⁽²⁾ \$ 8.1647 | 83,996 | I ⁽⁶⁾ | By Trust ⁽⁶⁾ |
| Common Stock | 05/09/2012 ⁽¹⁾ | S | 45 | D | ⁽³⁾ \$ 8.1647 | 96,790 | I ⁽⁷⁾ | By Trust ⁽⁷⁾ |
| Common Stock | 05/09/2012 ⁽¹⁾ | S | 46 | D | ⁽²⁾ \$ 8.1647 | 96,744 | I ⁽⁷⁾ | By Trust ⁽⁷⁾ |
| Common Stock | 05/09/2012 ⁽¹⁾ | S | 40 | D | ⁽³⁾ \$ 8.1647 | 84,037 | I ⁽⁸⁾ | By Trust ⁽⁸⁾ |
| Common Stock | 05/09/2012 ⁽¹⁾ | S | 41 | D | ⁽²⁾ \$ 8.1647 | 83,996 | I ⁽⁸⁾ | By Trust ⁽⁸⁾ |
| Common Stock | 05/09/2012 ⁽¹⁾ | S | 45 | D | ⁽³⁾ \$ 8.1647 | 96,790 | I ⁽⁹⁾ | By Trust ⁽⁹⁾ |
| Common Stock | 05/09/2012 ⁽¹⁾ | S | 46 | D | ⁽²⁾ \$ 8.1647 | 96,744 | I ⁽⁹⁾ | By Trust ⁽⁹⁾ |
| Common Stock | 05/09/2012 ⁽¹⁾ | S | 11 | D | ⁽³⁾ \$ 8.1647 | 23,571 | I ⁽¹⁰⁾ | By Trust ⁽¹⁰⁾ |
| Common Stock | 05/09/2012 ⁽¹⁾ | S | 11 | D | ⁽²⁾ \$ 8.1647 | 23,560 | I ⁽¹⁰⁾ | By Trust ⁽¹⁰⁾ |
| Common Stock | 05/10/2012 ⁽¹⁾ | S | 2,629 | D | ⁽³⁾ \$ 8.9185 | 859,699 | D | |
| Common Stock | 05/10/2012 ⁽¹⁾ | S | 90 | D | ⁽¹¹⁾ \$ 8.9185 | 98,140 | I ⁽⁴⁾ | By Trust ⁽⁴⁾ |

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| | | | | | | | | |
|--------------|---------------------------|---|-----|---|----------------------|---------|-------------------|-------------------------------|
| Common Stock | 05/10/2012 ⁽¹⁾ | S | 422 | D | \$ 8.9185 (11) | 448,478 | I ⁽⁵⁾ | By Trust <u>(5)</u> |
| Common Stock | 05/10/2012 ⁽¹⁾ | S | 81 | D | \$ 8.9185 (11) | 83,915 | I ⁽⁶⁾ | By Trust <u>(6)</u> |
| Common Stock | 05/10/2012 ⁽¹⁾ | S | 91 | D | \$ 8.9185 (11) | 96,653 | I ⁽⁷⁾ | By Trust <u>(7)</u> |
| Common Stock | 05/10/2012 ⁽¹⁾ | S | 81 | D | \$ 8.9185 (11) | 83,915 | I ⁽⁸⁾ | By Trust <u>(8)</u> |
| Common Stock | 05/10/2012 ⁽¹⁾ | S | 91 | D | \$ 8.9185 (11) | 96,653 | I ⁽⁹⁾ | By Trust <u>(9)</u> |
| Common Stock | 05/10/2012 ⁽¹⁾ | S | 22 | D | \$ 8.9185 (11) | 23,538 | I ⁽¹⁰⁾ | By Trust <u>(10)</u> |
| Common Stock | | | | | | 24,525 | I ⁽¹²⁾ | By Spouse <u>(12)</u> |
| Common Stock | | | | | | 3,000 | I ⁽¹³⁾ | By Son ⁽¹³⁾ |
| Common Stock | | | | | | 3,000 | I ⁽¹⁴⁾ | By Son ⁽¹⁴⁾ |
| Common Stock | | | | | | 3,000 | I ⁽¹⁵⁾ | By Daughter <u>(15)</u> |
| Common Stock | | | | | | 3,000 | I ⁽¹⁶⁾ | By Daughter <u>(16)</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 | 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. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

Repor
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
05/11/2012

__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.
The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$7.32 to \$8.10, 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.
- (2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$8.11 to \$8.60, 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 Annuity 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 Annuity 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 Annuity 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 Annuity 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 David Friend 2009 Qualified Annuity 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.

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- (8) 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.
- (9) 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.
- (10) 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.
- (11) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$8.50 to \$9.17, 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.
- (12) 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.
- (13) 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.
- (14) 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.
- (15) 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.
- (16) 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.