

FRIEND DAVID
Form 4
December 14, 2012

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 *
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)
12/11/2012

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 Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	12/11/2012		M	V	53,864	A	\$ 1.31	881,193	D	
Common Stock	12/11/2012		M	V	3,938	A	\$ 2.64	885,131	D	
Common Stock	12/11/2012		M	V	7,312	A	\$ 2.64	892,443	D	
Common Stock								97,032	I <u>(1)</u>	By Trust <u>(1)</u>
Common Stock								443,282	I <u>(2)</u>	By Trust <u>(2)</u>

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Common Stock	82,918	I <u>(3)</u>	By Trust <u>(3)</u>
Common Stock	95,533	I <u>(4)</u>	By Trust <u>(4)</u>
Common Stock	82,918	I <u>(5)</u>	By Trust <u>(5)</u>
Common Stock	95,533	I <u>(6)</u>	By Trust <u>(6)</u>
Common Stock	23,267	I <u>(7)</u>	By Trust <u>(7)</u>
Common Stock	24,525	I <u>(8)</u>	By Spouse <u>(8)</u>
Common Stock	3,000	I <u>(9)</u>	By Son <u>(9)</u>
Common Stock	3,000	I <u>(10)</u>	By Son <u>(10)</u>
Common Stock	3,000	I <u>(11)</u>	By Daughter <u>(11)</u>
Common Stock	3,000	I <u>(12)</u>	By Daughter <u>(12)</u>

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. Amount or Number of Shares
Stock Option (right to	\$ 1.31	12/11/2012		M	53,864	<u>(13)</u> 10/02/2018	Common Stock	53,864

buy)									
Common Stock (right to buy)	\$ 2.64	12/11/2012		M	3,938	(14)	11/14/2019	Common Stock	3,938
Common Stock (right to buy)	\$ 2.64	12/11/2012		M	7,312	(15)	11/14/2019	Common Stock	7,312

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/ Danielle Sheer, by power of
attorney

12/14/2012

__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) 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.
- (2) 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.
- (3) 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.
- (4) 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.
- (5) 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.
- (6)

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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.

(7) 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.

(8) 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.

(9) 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.

(10) 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.

(11) 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.

(12) 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.

(13) This option became exercisable in full on August 7, 2012.

(14) This option became exercisable as to 1,313 shares of common stock on May 14, 2012, 1,312 shares of common stock on August 14, 2012, and 1,313 shares of common stock on November 14, 2012 and will become exercisable as to the remaining underlying shares of common stock in 8 equal quarterly installments beginning on February 14, 2013.

(15) This option became exercisable as to 2,438 shares of common stock on May 14, 2012, 2,437 shares of common stock on August 14, 2012, and 2,438 shares of common stock on November 14, 2012 and will become exercisable as to the remaining underlying shares of common stock in 4 equal quarterly installments beginning on February 14, 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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