PHELAN WILLIAM L. Form 4 April 01, 2013

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number: January 31, Expires:

Check this box if no longer subject to Section 16. Form 4 or

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * PHELAN WILLIAM L.	2. Issuer Name and Ticker or Trading Symbol Carbonite Inc [CARB]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle) C/O CARBONITE, INC., 177 HUNTINGTON AVENUE	3. Date of Earliest Transaction (Month/Day/Year) 03/28/2013	(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specibelow) EVP, Core Business		
(Street) BOSTON, MA 02115	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivativo	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	omr Dispo (Instr. 3,	sed of 4 and (A) or	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	03/28/2013		Code V M	Amount 3,750	(D)	Price \$ 4.9	3,750	D	
Stock	03/20/2013		141	3,730	7 1	·	3,730	D	
Common Stock	03/28/2013		S(1)	3,750	D	\$ 10.7773 (2)	0	D	
Common Stock	03/28/2013		M	2,500	A	\$ 9.02	2,500	D	
Common Stock	03/28/2013		S <u>(1)</u>	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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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. Transactic Code (Instr. 8)	5. Number conf 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)	
				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	(3)	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			

Director 10% Owner Officer

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)

Reporting Owners 2

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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.

- 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.
- 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.
- 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. 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.