SMITH JOEL A III Form 4 April 29, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

1. Name and Address of Reporting Person * SMITH JOEL A III

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(First) (Last)

(Middle)

OCLARO, INC. [OCLR] 3. Date of Earliest Transaction

X_ Director 10% Owner Officer (give title

2584 JUNCTION AVENUE

(Street)

(Month/Day/Year) 04/27/2009

Other (specify below) 6. Individual or Joint/Group Filing(Check

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SAN JOSE, CA 95134

(City) (State) (Zip) 2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

04/27/2009

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Owned Ownership Following (Instr. 4) (Instr. 4) Reported

D

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

3,613

46,364

Common Stock

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)

SEC 1474

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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 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 320.17 (2)	04/27/2009		A	3,613	04/27/2009	10/24/2010	Common Stock	3,613
Stock Option (Right to Buy)	\$ 12.58 (2)	04/27/2009		A	3,613	04/27/2009	10/19/2010	Common Stock	3,613
Stock Option (Right to Buy)	\$ 13.52 (2)	04/27/2009		A	2,713	04/27/2009	10/18/2010	Common Stock	2,713
Stock Option (Right to Buy)	\$ 2.05 (2)	04/27/2009		A	3,613	04/27/2009	10/24/2012	Common Stock	3,613
Stock Option (Right to Buy)	\$ 2.8 (2)	04/27/2009		A	1,806	04/27/2009	10/18/2012	Common Stock	1,806
Stock Option (Right to Buy)	\$ 13.99 (2)	04/27/2009		A	3,613	04/27/2009	11/06/2013	Common Stock	3,613
Stock Option (Right to Buy)	\$ 7.61 (2)	04/27/2009		A	7,232	04/27/2009	11/01/2014	Common Stock	7,232
Stock Option (Right to Buy)	\$ 2.08 (2)	04/27/2009		A	7,232	04/27/2009	10/27/2015	Common Stock	7,232
Stock Option	\$ 4.21 (2)	04/27/2009		A	7,232	04/27/2009	11/03/2016	Common Stock	7,232

(Right to Buy)								
Stock Option (Right to Buy)	\$ 4.35 (2)	04/27/2009	A	7,232	04/27/2009	11/15/2017	Common Stock	7,232
Stock Option (Right to Buy)	\$ 0.3 (2)	04/27/2009	A	7,232	04/27/2009	11/13/2018	Common Stock	7,232

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting 6 wher runne / runness	Director	10% Owner	Officer	Other		
SMITH JOEL A III 2584 JUNCTION AVENUE SAN JOSE, CA 95134	X					

Signatures

Christopher Croddy, Attorney-in-Fact

**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).
- Reporting Person received such shares in exchange for shares of Avanex Corporation ("Avanex") common stock in connection with the (1) merger of Avanex into Oclaro, Inc. (formerly known as Bookham) (the "Merger"). Pursuant to the terms of the Merger agreement each share of Avanex common stock will automatically be converted into the right to receive 5.426 shares of Bookham common stock.
- Reporting Person received such stock option in exchange for a stock option to purchase Avanex common stock in connection with the

 (2) Merger. Pursuant to the terms of the Merger agreement each Avanex stock option assumed will be determined by multiplying the number of options by the exchange ratio of 5.426 and rounded down to the nearest whole number.

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.

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