

Cook Joseph Carmen
 Form 4
 April 29, 2009

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

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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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Cook Joseph Carmen

2. Issuer Name and Ticker or Trading Symbol
 OCLARO, INC. [OCLR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2584 JUNCTION AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/27/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

SAN JOSE, CA 95134

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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			
				Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	Code	V	(A)	(D)				
Stock Option (Right to Buy)	\$ 4.91 ⁽¹⁾	04/27/2009	J ⁽¹⁾	10,000	04/27/2009	04/27/2010	Common Stock	10,000
Stock Option (Right to Buy)	\$ 3.17 ⁽¹⁾	04/27/2009	J ⁽¹⁾	10,000	04/27/2009	04/27/2010	Common Stock	10,000
Stock Option (Right to Buy)	\$ 3.28 ⁽¹⁾	04/27/2009	J ⁽¹⁾	10,000	04/27/2009	04/27/2010	Common Stock	10,000
Stock Option (Right to Buy)	\$ 0.73 ⁽¹⁾	04/27/2009	J ⁽¹⁾	40,000	04/27/2009	04/27/2010	Common Stock	40,000
Stock Option (Right to Buy)	\$ 17.5852 ⁽¹⁾	04/27/2009	J ⁽¹⁾	1,200	04/27/2009	04/27/2010	Common Stock	1,200
Stock Option (Right to Buy)	\$ 10.444 ⁽¹⁾	04/27/2009	J ⁽¹⁾	6,583	04/27/2009	04/27/2010	Common Stock	6,583

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cook Joseph Carmen 2584 JUNCTION AVENUE SAN JOSE, CA 95134	X			

Signatures

Christopher Croddy,
Attorney-in-Fact

04/29/2009

 **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) This option was amended, effective April 27, 2009, in connection with the reporting person's resignation from our board of directors, to provide that (i) the shares subject to the option accelerated and became exercisable in full on April 27, 2009 and (ii) the period of time during which the reporting person has the right to exercise the stock option is extended to one year after the date of the reporting person ceases to serve as a director.

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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