

NELSON WILLIAM G
 Form 4
 August 17, 2011

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 *
NELSON WILLIAM G

2. Issuer Name and Ticker or Trading Symbol
Carbonite Inc [CARB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**4201 GULF SHORE BOULEVARD
 NORTH, APT. 901**

3. Date of Earliest Transaction (Month/Day/Year)
08/16/2011

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

(Street)

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

NAPLES, FL 34103

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/16/2011		C		1,216,944	A	1,275,491
Common Stock	08/16/2011		P		125,000	A	\$ 10 1,400,491

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 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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	(1)	08/16/2011		C		68,493	(1)	(1)	Common Stock	205,4
Series A-1 Preferred Stock	(1)	08/16/2011		C		25,225	(1)	(1)	Common Stock	75,6
Series A-2 Preferred Stock	(1)	08/16/2011		C		31,580	(1)	(1)	Common Stock	94,7
Series B Preferred Stock	(1)	08/16/2011		C		82,220	(1)	(1)	Common Stock	246,6
Series B-2 Preferred Stock	(1)	08/16/2011		C		84,584	(1)	(1)	Common Stock	253,7
Series C Preferred Stock	(1)	08/16/2011		C		87,471	(1)	(1)	Common Stock	262,4
Series D Preferred Stock	(1)	08/16/2011		C		26,075	(1)	(1)	Common Stock	78,2
Stock Option (right to buy)	\$ 10	08/16/2011		A		7,500	(2)	07/12/2021	Common Stock	7,50

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

NELSON WILLIAM G
4201 GULF SHORE BOULEVARD NORTH
APT. 901
NAPLES, FL 34103

Signatures

/s/ Danielle Sheer, by power of
attorney

08/17/2011

__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) Each share of the Issuer's Preferred Stock converted into Common Stock on a 1:3 basis upon the closing of the Issuer's initial public offering and had no expiration date.
 - (2) This option becomes exercisable in 12 equal quarterly installments beginning on October 12, 2011.

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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