Dougherty Greg Form 4 April 29, 2009

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Dougherty Greg

(Last)

(City)

2. Issuer Name and Ticker or Trading

Symbol

OCLARO, INC. [OCLR]

(Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

04/27/2009

(Street)

(State)

(First)

2584 JUNCTION AVENUE

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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

SAN JOSE, CA 95037

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Common 04/27/2009 Stock

3,613 A

(A)

or

34,801 D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number of or 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)	\$ 3.54 (2)	04/27/2009		A	14,465	04/27/2009	04/26/2015	Common Stock	14,465
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 (Right to Buy)	\$ 4.21 (2)	04/27/2009		A	7,232	04/27/2009	11/03/2016	Common Stock	7,232
Stock Option (Right to Buy)	\$ 4.35 <u>(2)</u>	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						
FB	Director	10% Owner	Officer	Other			
Dougherty Greg 2584 JUNCTION AVENUE SAN JOSE, CA 95037	X						
Signatures							

Christopher Croddy, Attorney-in-Fact 04/29/2009

**Signature of Reporting Person Date

Reporting Owners 2

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.