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OCLARO, INC.

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UNTER TERENCE

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/21/11 for the Period Ending 10/19/11

Address	2584 JUNCTION AVENUE SAN JOSE, CA 95134
Telephone	(408) 383-1400
CIK	0001110647
Symbol	OCLR
SIC Code	3674 - Semiconductors and Related Devices
Industry	Communications Equipment
Sector	Technology
Fiscal Year	07/03

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FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

OMB APPROVAL
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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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Unter Terence (Last) (First) (Middle)	**OCLARO, INC. [OCLR]**	_____ Director _____ 10% Owner
2560 JUNCTION AVENUE (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **10/19/2011**	__ **X** __ Officer (give title below) _____ Other (specify below) **Pres/GM Optcl Netwrk Solutions**
SAN JOSE, CA 95134 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	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

1.Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	**10/19/2011**		**A** (1)		**3205** (1)	**A**	**$3.612** (1)	**3205**	**I**	**By Terence F. Unter and Irene M. Unter Trustees of the Terence F. Unter Trust of June 2009**
Common Stock								**53542**	**D**	

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

(1) On October 19, 2011, the Reporting Person became entitled to receive 3,205 shares of Oclaro, Inc. common stock pursuant to an "earn-out" provision in the merger agreement pursuant to which Oclaro, Inc. acquired all outstanding stock of Mintera Corporation on July 20, 2010. The merger agreement provided that the shareholders of Mintera would receive additional shares of Oclaro, Inc. common stock, for no additional consideration, if certain revenue targets were achieved. The number of shares issuable pursuant to the earn-out right was determined on October 19, 2011 pursuant to the merger agreement. For the purpose of determining the number of shares issuable, Oclaro, Inc. common stock was valued at $3.612, which was the average closing market price of Oclaro, Inc. common stock for the 10 trading days immediately preceding the determination date. The Reporting Person's right to receive additional shares became fixed and irrevocable on July 20, 2010, the effective date of the merger.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Unter Terence **2560 JUNCTION AVENUE** **SAN JOSE, CA 95134**			**Pres/GM Optcl Netwrk Solutions**	

Signatures

Terence Unter **10/21/2011**

** Signature of Reporting Person Date

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

***** 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.