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CLEARWIRE CORP /DE

Filed by

FMR LLC

FORM SC 13G/A

(Amended Statement of Ownership)

Filed 05/10/12

Address	4400 CARILLON POINT KIRKLAND, WA 98033
Telephone	425-216-7600
CIK	0001442505
Symbol	CLWR
SIC Code	0000 - Unknown
Fiscal Year	12/31

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SCHEDULE 13G

Amendment No. 5
CLEARWIRE CORP
Class A Common Stock
Cusip #18538Q105

Cusip #18538Q105

Item 1: Reporting Person - FMR LLC
Item 4: Delaware
Item 5: 7,274,291
Item 6: 0
Item 7: 41,436,551
Item 8: 0
Item 9: 41,436,551
Item 11: 8.102%
Item 12: HC

Cusip #18538Q105
Item 1: Reporting Person - Edward C. Johnson 3d
Item 4: United States of America
Item 5: 0
Item 6: 0
Item 7: 41,436,551
Item 8: 0
Item 9: 41,436,551
Item 11: 8.102%
Item 12: IN

SCHEDULE 13G - TO BE INCLUDED IN

STATEMENTS

FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Item 1(a). Name of Issuer:

CLEARWIRE CORP

Item 1(b). Name of Issuer's Principal Executive Offices:

4400 Carillon Point
Kirkland, Washington 98033

Item 2(a). Name of Person Filing:

FMR LLC

Item 2(b). Address or Principal Business Office or, if None, Residence:

82 Devonshire Street, Boston,

Massachusetts 02109

Item 2(c). Citizenship:

Not applicable

Item 2(d). Title of Class of Securities:

Class A Common Stock

Item 2(e). CUSIP Number:

18538Q105

Item 3. This statement is filed pursuant to Rule 13d-1(b) or 13d-2(b)
and the person filing, FMR LLC, is a parent holding company in accordance with Section 240.13d-1(b)(ii)(G). (Note: See Item 7).

Item 4. Ownership

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        (a)     Amount Beneficially Owned:      41,436,551

        (b)     Percent of Class:       8.102%

        (c)     Number of shares as to which such
person has:

        (i)     sole power to vote or to direct
the vote:       7,274,291

        (ii)    shared power to vote or to
direct the vote:        0

        (iii)   sole power to dispose or to
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direct the disposition of: 41,436,551

(iv) shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Class A Common Stock of CLEARWIRE CORP. No one person's interest in the Class A Common Stock of CLEARWIRE CORP is more than five percent of the total outstanding Class A Common Stock.

Item 7. Identification and Classification of the Subsidiary Which
Acquired the Security Being Reported on By the Parent Holding Company.

See attached Exhibit A.

Item 8. Identification and Classification of Members of the Group.

Not applicable. See attached Exhibit A.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

May 09, 2012
Date

/s/ Scott C. Goebel
Signature

Scott C. Goebel
Duly authorized under Power of Attorney
effective as of June 1, 2008 by and on behalf of FMR LLC
and its direct and indirect subsidiaries

SCHEDULE 13G - TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Pursuant to the instructions in Item 7 of Schedule 13G,
Fidelity Management & Research Company ("Fidelity"), 82

Devonshire Street, Boston, Massachusetts 02109, a wholly- owned subsidiary of FMR LLC and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 33,519,605 shares or 6.554% of the Class A Common Stock outstanding of CLEARWIRE CORP ("the Company") as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940. The number of shares of Class A Common Stock of CLEARWIRE CORP owned by the investment companies at April 30, 2012 included 10,974,573 shares of Class A Common Stock resulting from the assumed conversion of $77,700,000 principal amount of CLEARWIRE CONV 8.25 12/40 (141.2429 shares of Class A Common Stock for each $1,000 principal amount of debenture).

Edward C. Johnson 3d and FMR LLC, through its control of Fidelity, and the funds each has sole power to dispose of the 33,519,605 shares owned by the Funds.

Members of the family of Edward C. Johnson 3d, Chairman of FMR LLC, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC.

Neither FMR LLC nor Edward C. Johnson 3d, Chairman of FMR LLC, has the sole power to vote or direct the voting of the shares owned directly by the Fidelity Funds, which power resides with the Funds' Boards of Trustees. Fidelity carries out the voting of the shares under written guidelines established by the Funds' Boards of Trustees.

Pyramis Global Advisors, LLC ("PGALLC"), 900 Salem Street, Smithfield, Rhode Island, 02917, an indirect wholly-owned subsidiary of FMR LLC and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 6,648,303 shares or 1.300% of the outstanding Class A Common Stock of CLEARWIRE CORP as a result of its serving as investment adviser to institutional accounts, non-U.S. mutual funds, or investment companies registered under Section 8 of the Investment Company Act of 1940 owning such shares. The number of shares of Class A Common Stock of CLEARWIRE CORP owned by the institutional account(s) at April 30, 2012 included 6,648,303 shares of Class A Common Stock resulting from the assumed conversion of $47,070,000 principal amount of CLEARWIRE CONV 8.25 12/40 (141.2429 shares of Class A Common Stock for each $1,000 principal amount of debenture).

Edward C. Johnson 3d and FMR LLC, through its control of PGALLC, each has sole dispositive power over 6,648,303 shares and sole power to vote or to direct the voting of 6,648,303 shares of Class A Common Stock owned by the institutional accounts or funds advised by PGALLC as reported above.

Pyramis Global Advisors Trust Company ("PGATC"), 900 Salem Street, Smithfield, Rhode Island, 02917, an indirect wholly-owned subsidiary of FMR LLC and a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934, is the beneficial owner of 1,268,643 shares or 0.248% of the outstanding Class A Common Stock of the CLEARWIRE CORP as a result of its serving as investment manager of institutional accounts owning such shares. The number of shares of Class A Common Stock of CLEARWIRE CORP owned by the institutional account(s) at April 30, 2012 included 1,268,643 shares of Class A Common Stock resulting from the assumed conversion of $8,982,000 principal amount of CLEARWIRE CONV 8.25 12/40 (141.2429 shares of Class A Common Stock for each $1,000 principal amount of debenture).

Edward C. Johnson 3d and FMR LLC, through its control of Pyramis Global Advisors Trust Company, each has sole dispositive power over 1,268,643 shares and sole power to vote or to direct the voting of 625,988 shares of Class A Common Stock owned by the institutional accounts managed by PGATC as reported above.

SCHEDULE 13G - TO BE INCLUDED IN

STATEMENTS

FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)
RULE 13d-1(f)(1) AGREEMENT

The undersigned persons, on May 09, 2012, agree and consent to the joint filing on their behalf of this Schedule 13G in connection with their beneficial ownership of the Class A Common Stock of CLEARWIRE CORP at April 30, 2012.

FMR LLC

By /s/ Scott C. Goebel
Scott C. Goebel
Duly authorized under Power of Attorney effective as of June 1, 2008, by and on behalf of FMR LLC and its direct and indirect subsidiaries

Edward C. Johnson 3d

By /s/ Scott C. Goebel
Scott C. Goebel
Duly authorized under Power of Attorney effective as of June 1, 2008, by and on behalf of Edward C. Johnson 3d

Fidelity Management & Research Company

By /s/ Scott C. Goebel
Scott C. Goebel
Senior V.P. and General Counsel