

RAWLS JERRY S
Form 4
February 02, 2018

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 *
RAWLS JERRY S

(Last) (First) (Middle)

1389 MOFFETT PARK
DRIVE, C/O CORPORATE
SECRETARY

(Street)

SUNNYVALE, CA 94089-1133

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FINISAR CORP [FNSR]

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/31/2018		F ⁽¹⁾		207,305	D	\$ 17.96
Common Stock	02/01/2018		M		30,209	A	\$ 3.36
Common Stock	02/01/2018		S ⁽³⁾		30,209	D	\$ 17.9416
							⁽⁴⁾

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

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SEC 1474 (9-02)

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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 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)
Stock Option (Right to Buy)	\$ 3.36	02/01/2018		M	30,209	12/12/2009 12/12/2018	Common Stock 30,209

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAWLS JERRY S 1389 MOFFETT PARK DRIVE C/O CORPORATE SECRETARY SUNNYVALE, CA 94089-1133		X		

Signatures

/s/ Christopher Brown as Attorney-in-fact for
Date: 02/02/2018

**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) On January 31, 2018, the Reporting Person vested in: (1) 39,839 restricted stock units ("RSUs") and as a result acquired 39,839 shares of common stock of the Issuer pursuant to the Reporting Person's June 17, 2014 grant of RSUs; (2) 80,890 RSUs and as a result acquired 80,890 shares of common stock of the Issuer pursuant to the Reporting Person's June 23, 2015 grant of RSUs; (3) 140,479 RSUs and as a result acquired 140,479 shares of common stock of the Issuer pursuant to the Reporting Person's June 21, 2016 grant of RSUs; and (4) 128,062 RSUs and as a result acquired 128,062 shares of common stock of the Issuer pursuant to the Reporting Person's June 20, 2017 grant of RSUs. This Form 4 reports shares withheld by the Issuer pursuant to the RSUs' grant agreement in order to satisfy the Reporting Person's withholding obligations for various taxes due upon the vesting of the RSUs. No shares were sold by the Reporting Person. The Issuer will pay the taxes on behalf of the Reporting Person.

(2) Includes 375 shares received as an Issuer match under the Issuer's 401K Plan on December 18, 2017 and not required to be reported.

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- (3) Shares were sold pursuant to a Rule 10b5-1 Stock Trading Plan adopted by the reporting person on April 5, 2017.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.74 to \$18.05 inclusive. The reporting person undertakes to provide to Finisar Corporation, any security holder of Finisar Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

- (4)

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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