FINISAR CORP Form 4 June 23, 2016

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005 Estimated average

0.5

Form 4 or Form 5 obligations 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

SECURITIES

burden hours per response...

may continue. *See* Instruction

30(h) of the Investment Company Act of 1940

1(b).

(City)

(Print or Type Responses)

| 1. Name and Ad RAWLS JER | ^ | orting Person * | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | | |
|-----------------------------|----------|-----------------|--|--|--|--|--|--|
| | | | FINISAR CORP [FNSR] | (Check all applicable) | | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | | | |
| 1389 MOFFETT PARK DRIVE | | | (Month/Day/Year) 06/21/2016 | _X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman of the Board & CEO | | | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | | |
| SUNNYVALE, CA 94089-1133 | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |

| (City) | (State) | (Zip) Tabl | le I - Non-I | Derivative S | ecurit | ies Acqui | red, Disposed of, | or Beneficiall | y Owned |
|--------------------------------------|--------------------------------------|---|--|--|---------|-------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securitie our Disposec (Instr. 3, 4 a | d of (D |)) | 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) |
| Common Stock | 06/21/2016 | | F(1) | 22,549 | D | \$ 18.59 | 661,092 | D | |
| Common Stock | 06/21/2016 | | A(2) | 187,306 | A | \$0 | 848,398 | D | |

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

(Zin)

(State)

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(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 | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exer | | 7. Title | | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|------------------|------------|----------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration D | ate | Amou | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secur |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ties | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | or | | |
| | | | | | | Exercisable | Date | Title | Number | | |
| | | | | | | Excicisable Date | | of | | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|-----------------------------|-------|--|--|--|--|
| reporting owner runte / runtess | Director | 10% Owner | Officer | Other | | | | |
| RAWLS JERRY S 1389 MOFFETT PARK DRIVE SUNNYVALE, CA 94089-1133 | X | | Chairman of the Board & CEO | | | | | |

Signatures

/s/ Christopher Brown as 06/23/2016 Attorney-in-fact for

> **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).
- On June 21, 2016, the Reporting Person vested in 40,445 restricted stock units ("RSUs") and as a result acquired 40,445 shares of common stock of the Issuer pursuant to the Reporting Person's June 23, 2015 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.
- These shares represent restricted stock units granted to the Reporting Person and shall vest in four equal annual installments beginning on June 19, 2017.

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.

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