

Brown Christopher  
Form 4  
December 03, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Brown Christopher

(Last) (First) (Middle)

C/O FINISAR CORPORATION, 1389 MOFFETT PARK DRIVE

(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/01/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
General Counsel

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. 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 Ownership (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	12/01/2008	12/01/2008	F <sup>(1)</sup>		1,915	D	
					\$ 0.42		208,596
							D

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

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SEC 1474 (9-02)

**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. 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)	8. D S (	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 2.25					<u>(2)</u>	08/27/2016	Common Stock	44,597
Stock Options (Right to Buy)	\$ 2.25					<u>(2)</u>	08/27/2016	Common Stock	124,995
Stock Options (Right to Buy)	\$ 2.25					<u>(2)</u>	08/27/2016	Common Stock	42,400
Stock Options (Right to Buy)	\$ 2.25					01/01/2008 <sup>(3)</sup>	08/27/2016	Common Stock	249,991
Stock Options (Right to Buy)	\$ 2.25					01/01/2008 <sup>(3)</sup>	08/27/2016	Common Stock	89,915
Stock Options (Right to Buy)	\$ 2.25					01/01/2010 <sup>(4)</sup>	08/27/2016	Common Stock	82,602
Stock Options (Right to Buy)	\$ 2.25					01/01/2010 <sup>(4)</sup>	08/27/2016	Common Stock	44,597
Stock Options (Right to Buy)	\$ 3.33					03/01/2008 <sup>(5)</sup>	02/28/2017	Common Stock	81,406

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown Christopher C/O FINISAR CORPORATION 1389 MOFFETT PARK DRIVE SUNNYVALE, CA 94089			General Counsel	

## Signatures

/s/ Michelle Vicente-Surnip as Attorney-in-fact for Christopher Brown	12/03/2008
**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 December 1, 2008, the Reporting Person vested in 6,262 restricted stock units ("RSUs") and as a result acquired 6,262 shares of common stock of the Issuer pursuant to the Reporting Person's August 25, 2008 grant of RSUs. This Form 4 reports the disposition of 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. The Issuer will pay the taxes on behalf of the Reporting Person.
  - (2) Option shares are vested and exercisable immediately.
  - (3) 4.17% of the option shares vested and became exercisable on such date with the remaining shares vesting and becoming exercisable at a rate of 4.17% of the option shares monthly thereafter, with the final vesting to occur December 1, 2009.
  - (4) 11.11% of the option shares vested and became exercisable on such date with the remaining shares vesting and becoming exercisable at a rate of 11.11% of the option shares monthly thereafter, with the final vesting to occur September 1, 2010.
  - (5) 25% of the option shares vested and became exercisable on such date with the remaining shares vesting and becoming exercisable at a rate of 2.08% of the option shares monthly thereafter.

### Remarks:

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.