

MARVER JAMES D

Form 4

March 20, 2006

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARVER JAMES D

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1001 BAYHILL DRIVE, SUITE 300
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/16/2006

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

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

SAN BRUNO, CA 94066

(City) (State) (Zip)

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	03/16/2006		J ⁽¹⁾		17,000,000	D	<u>(1)</u>	17,000,000 ₍₁₎	I	See footnote 2 ₍₂₎
Common Stock	03/16/2006		J ⁽³⁾		146,762	A	<u>(3)</u>	17,146,762 ₍₄₎	I	See footnote 4 ₍₄₎

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

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information contained in this form are not
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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MARVER JAMES D 1001 BAYHILL DRIVE, SUITE 300 SAN BRUNO, CA 94066	X

Signatures

/s/ James D.
Marver 03/20/2006

__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) Pro rata distributions as follows: 3,030,930 shares distributed by VantagePoint Venture Partners III (Q) ("VPVP III Q"); 369,070 shares distributed by VantagePoint Venture Partners III, L.P. ("VPVP III"); 12,321,600 shares distributed by VantagePoint Venture Partners IV (Q), L.P. ("VPVP IV Q"); 1,233,520 shares distributed by VantagePoint Venture Partners IV, L.P. ("VPVP IV"); and 44,880 shares distributed by VantagePoint IV Principals, L.P. ("VPVP Principals"). Following such distributions, 3,030,930 shares were held by VPVP III Q, 369,070 shares were held by VPVP III, 12,321,600 shares were held by VPVP IV Q, 1,233,520 shares were held by VPVP IV, and 44,880 shares were held by VPVP Principals.

(2) Messrs. Salzman and Marver are managing members of VantagePoint Associates III, LLC ("VPVP Associates III"), the general partner of VPVP III Q and VPVP III, and VantagePoint Associates IV, LLC ("VPVP Associates IV"), the general partner of VPVP IV Q, VPVP IV and VPVP Principals; each of VPVP Associates III, VPVP Associates IV, Messrs. Salzman and Marver disclaims beneficial ownership in the reported securities except to the extent of their pecuniary interest therein.

(3) Acquisitions resulting from pro rata distributions from VPVP III and VPVP Principals.

(4) Includes 3,030,930 shares held by VPVP III Q, 369,070 shares held by VPVP III, 12,321,600 shares held by VPVP IV Q, 1,233,520 shares held by VPVP IV, 44,880 shares held by VPVP Principals, 66,492 shares held by Alan E. Salzman, 3,332 shares held by the Alan E. Salzman 2003 Annuity Trust, 3,332 shares held by the Jillian M. Salzman 2003 Annuity Trust dated 12/31/03, 67,603 shares held by James D. Marver, 5,554 shares held by the James D. Marver 2003 Annuity Trust dated 12/31/03 and 449 shares held by VPVP Associates

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IV. Each of VPVP Associates III, VPVP Associates IV, Messrs. Salzman and Marver disclaims beneficial ownership in the reported securities except to the extent of their pecuniary interest therein.

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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