

Swanson Todd
Form 4
June 21, 2018

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 *
Swanson Todd

(Last) (First) (Middle)

1389 MOFFETT PARK DRIVE

(Street)

SUNNYVALE, CA 94089-1134

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

FINISAR CORP [FNSR]

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

06/19/2018

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 ____ Other (specify
below) below)

Chief Operating Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/19/2018		A ⁽¹⁾	46,528 A \$ 0	258,864 ⁽²⁾	D	
Common Stock	06/19/2018		F ⁽³⁾	10,002 D \$ 18	248,862	D	
Common Stock	06/19/2018		F ⁽⁴⁾	4,700 D \$ 17.72	244,162	D	

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)

number.

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 Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Performance Restricted Stock Unit	\$ 0	06/19/2018		A	68,750 (5)	08/05/2018 ⁽⁵⁾ 05/06/2022 ⁽⁵⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Swanson Todd 1389 MOFFETT PARK DRIVE SUNNYVALE, CA 94089-1134	Chief Operating Officer

Signatures

/s/ Christopher Brown as
Attorney-in-fact for
Date

Signature of Reporting Person

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) These shares represent restricted stock units granted to the Reporting Person and shall vest in four equal annual installments beginning on June 20, 2019.
- Includes 375 shares received as an Issuer match under the Issuer's 401K Plan on December 18, 2017 and not required to be reported, and
- (2) also includes 1,158 shares purchased under the Issuer's Employee Stock Purchase Plan on June 15, 2018 and such purchase was not required to be reported pursuant to Section 16(a).
- On June 19, 2018, the Reporting Person vested in 20,172 restricted stock units ("RSUs") and as a result acquired 20,172 shares of common stock of the Issuer pursuant to the Reporting Person's June 21, 2016 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.
- (3)
- On June 21, 2018, the Reporting Person vested in 9,479 restricted stock units ("RSUs") and as a result acquired 9,479 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.
- (4)

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- (5) The Performance Restricted Stock Units vest and release on a quarterly basis over an approximately four-year vesting period beginning August 5, 2018 and through May 5, 2022, with the actual number of shares being vested and released on any vesting date determined based on achievement of applicable stock price targets established for purposes of the award. The table above reflects the maximum number of shares that may be issued pursuant to the award.

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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