

MACARI JASON P  
Form 4  
June 20, 2011

**FORM 4**

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

OMB APPROVAL

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**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 \*  
MACARI JASON P

(Last) (First) (Middle)  
3100 DIAMOND HILL ROAD  
(Street)

CUMBERLAND, RI 02864

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Summer Infant, Inc. [SUMR]

3. Date of Earliest Transaction (Month/Day/Year)  
06/16/2011

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)  
President & CEO

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	06/16/2011		A	30,813 (1)	\$ 0 3,464,083	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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		-78.74
%		
		0.00
%		
		-78.74
%		
	61.38	
	6.52	
\$		
		106.22
		[12.00
]%		
		[-77.37
]%		
		-89.37
%		
		0.00
%		
		-89.37
%		
	61.38	
	1.63	
\$		
		26.56

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		[12.00
]%		
		[-85.34
]%		
		-97.34
%		
		0.00
%		
		-97.34
%		
	61.38	
	0.02	
\$		
		0.33
		[12.00
]%		
		[-87.97
]%		
		-99.97
%		
		0.00
%		
		-99.97
%		

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The following table sets forth on a per share basis the high and low intraday sale prices, as well as end-of-quarter closing prices, for the Reference Asset during the periods indicated below. We obtained the information in the tables below from Bloomberg Financial Markets, without independent verification.

Quarter Ending	Quarterly High	Quarterly Low	Quarterly Close
March 30, 2001	41.24	32.88	34.63
June 29, 2001	39.99	26.40	26.80
September 28, 2001	27.10	12.40	14.50
December 31, 2001	21.71	13.54	20.61
March 29, 2002	26.26	16.43	25.33
June 28, 2002	28.81	20.91	21.05
September 30, 2002	21.29	15.19	19.38
December 31, 2002	23.31	17.69	21.84
March 31, 2003	23.85	19.15	22.39
June 30, 2003	24.85	20.48	22.00
September 30, 2003	21.92	17.71	18.14
December 31, 2003	23.44	17.50	22.36
March 31, 2004	31.08	21.66	28.28
June 30, 2004	31.74	25.42	31.49
September 30, 2004	34.48	27.94	32.86
December 31, 2004	37.38	31.54	35.29
March 31, 2005	50.50	33.08	46.70
June 30, 2005	49.23	39.27	47.54
September 30, 2005	68.33	46.21	65.80
December 31, 2005	67.40	53.15	62.70
January 1, 2006 to March 23, 2006 only	77.60	55.78	61.46

### CERTAIN U.S. FEDERAL INCOME TAX CONSIDERATIONS

You should carefully consider, among other things, the matters set forth in **Certain U.S. Federal Income Tax Considerations** in the Prospectus Supplement. In the opinion of Cadwalader, Wickersham & Taft LLP, special U.S. tax counsel to us, the following discussion summarizes certain of the material U.S. federal income tax consequences of the purchase, beneficial ownership, and disposition of Notes.

There are no regulations, published rulings or judicial decisions addressing the characterization for U.S. federal income tax purposes of securities with terms that are substantially the same as those of the Notes. Under one approach, each Note should be treated as a put option written by you (the **Put Option**) that permits us to (1) sell the Reference Asset to you at maturity for an amount equal to the Deposit (as defined below) or (2) cash settle the Put Option (i.e., require you to pay us at maturity the difference between the Deposit and the Final Level of the Reference Asset), and a deposit with us of cash in an amount equal to the principal amount you invested (the **Deposit**) to secure your potential obligation under the Put Option. We intend to treat the Notes consistent with this approach. Pursuant to the terms of the Notes, you agree to treat the Notes as cash deposits and put options with respect to the Reference Asset for all U.S. federal income tax purposes. We also intend to treat the Deposits as short-term obligations for U.S. federal income tax purposes. Please see the discussion under the heading **Certain U.S. Federal Income Tax Considerations Tax Treatment of U.S. Holders Short-Term Deposits** in the accompanying Prospectus Supplement for certain U.S. federal income tax considerations applicable to short-term obligations.

The chart below indicates the yield on the Deposit and the Put Premium, as described in the Prospectus Supplement under the heading **Certain U.S. Federal Income Tax Considerations**. If the Internal Revenue Service (the **IRS**) were successful in asserting an alternative characterization for the Notes, the timing and character of income on the Notes might differ. We do not plan to request a ruling from the IRS regarding the tax treatment of the Notes, and the IRS or a court may not agree with the tax treatment described in this pricing supplement.

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<b>Reference Asset</b>	<b>Term to Maturity</b>	<b>Coupon Rate</b>	<b>Yield on the Deposit, per Annum</b>	<b>Put Premium</b>
National Oilwell Varco, Inc.	1-year	[11.5% 12.5%]	[5.2]%	[6.3% 7.3%]