MACARI JASON P Form 4

June 20, 2011 FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

Washington, D.C. 20549

3235-0287 Number: January 31,

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

Expires: 2005 Estimated average

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

burden hours per response...

0.5

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MACARI JASON P

(First)

(Street)

3100 DIAMOND HILL ROAD

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

Summer Infant, Inc. [SUMR]

(Check all applicable)

(Last)

(Middle)

3. Date of Earliest Transaction

X 10% Owner X_ Officer (give title Other (specify

(Month/Day/Year)

06/16/2011

below)

President & CEO

6. Individual or Joint/Group Filing(Check

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

Code V

Applicable Line)

X Director

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CUMBERLAND, RI 02864

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership Owned Following (Instr. 4) (Instr. 4)

(A) Amount

Reported Transaction(s)

(Instr. 3 and 4) (D) Price

Common 06/16/2011 Stock

30,813 A A \$0 (1)

3,464,083 D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address		Relationships					
rioporomig o whose rame, radiation	Director	10% Owner	Officer	Other			
MACARI JASON P 3100 DIAMOND HILL ROAD CUMBERLAND, RI 02864	X	X	President & CEO				

Signatures

]%

/s/ Jason P.

Macari

_**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) One-fourth of the restricted stock award will vest on each of the first, second, third and fourth anniversary of the date of grant.

 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. e="color:windowtext;margin:0in 0in .0001pt;">

\$ 212.61 [12.00]%

Reporting Owners 2

ci		-78.74
%		0.00
%		
%		-78.74
	61.38	
	6.52	
\$		106.22
		100.22
		[12.00
]%		[-77.37
]%		
%		-89.37
		0.00
%		-89.37
%		
	61.38	
	1.63	
¢		
\$		26.56

to.	[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
	6

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.

	Yield on the Deposit,					
Reference Asset	Term to Maturity Coupon Rate		per Annum	Put Premium		
National Oilwell Varco, Inc.	1-year	[11.5% 12.5%]	[5.2]%	[6.3% 7.3%]		
		7				
		/				