

GROSSER ADAM
Form 4
July 21, 2011

FORM 4

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

OMB APPROVAL

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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 *
GROSSER ADAM

(Last) (First) (Middle)

C/O CALIX, INC, 1035 N. MCDOWELL BLVD.

(Street)

PETALUMA, CA 94954

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CALIX, INC [CALX]

3. Date of Earliest Transaction (Month/Day/Year)
07/19/2011

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)

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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	07/19/2011		A		2,833 ⁽¹⁾	A	\$ 0 7,366 ⁽²⁾	D	
Common Stock	10/25/2010		J ⁽³⁾		62,524	D	\$ 0 0	I	See Note ⁽⁴⁾
Common Stock	10/25/2010		J ⁽³⁾		2,880,916	D	\$ 0 0	I	See Note ⁽⁵⁾

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

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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 (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. Amount or Number of Shares
Stock Option (right to buy)	\$ 21.67	07/19/2011		A	6,250	(6) 07/19/2021	Common Stock	6,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GROSSER ADAM C/O CALIX, INC 1035 N. MCDOWELL BLVD. PETALUMA, CA 94954		X		

Signatures

/s/ Michael Ashby as Attorney-in-Fact for Adam Grosser
 07/21/2011
 **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) Restricted Stock Units ("RSUs"). The Reporting Person is entitled to receive one (1) share of Common Stock for each one (1) RSU upon vesting. 100% of the RSUs will vest on the one (1) year anniversary following July 19, 2011.
- (2) Includes 5,855 RSUs.
- (3) Effective as of October 25, 2010, the Reporting Person separated from Foundation Capital and as of that date no longer had or shared any voting or dispositive authority over the shares of Common Stock held by Foundation Capital V Principals Fund, LLC and Foundation Capital V, L.P. Therefore, effective as of October 25, 2010, the Reporting Person ceased to have beneficial ownership of such shares.
- (4) Shares are held by Foundation Capital V Principals Fund, LLC. Prior to October 25, 2010, the Reporting Person was a managing member of Foundation Capital Management Co. V, LLC, which is the sole general partner of Foundation Capital V Principals Fund, LLC.

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- (5) Shares are held by Foundation Capital V, L.P. Prior to October 25, 2010, the Reporting Person was a managing member of Foundation Capital Management Co. V, LLC, which is the sole general partner of Foundation Capital V, L.P.

- 1/12th of the shares subject to the option will vest and become exercisable in twelve (12) successive and equal monthly installments after
- (6) July 19, 2011 ("the Vesting Commencement Date"), such that 100% for the shares subject to the option will be fully vested and exercisable on the first anniversary of the Vesting Commencement Date.

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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