MARKS MICHAEL E
Form 4
December 08, 2010

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MARKS MICHAEL E

(Last) (First) (Middle)

C/O RIVERWOOD CAPITAL LLC, 70 WILLOW ROAD, SUITE 100

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/06/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/06/2010		S		34,653	D	$ 15.6039 (1)	52,080	I	See Footnotes (2) (3)
Common Stock	12/07/2010		S		30,000	D	$ 15.2037 (4)	22,080	I	See Footnotes (2) (3)
Common Stock								14,786	I	See Footnotes (3) (5)
Common								2,266 (6)	D	

Stock

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

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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 Owne Follo Repo Trans (Instr
								Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
				Code	V	(A)	(D)						

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARKS MICHAEL E C/O RIVERWOOD CAPITAL LLC 70 WILLOW ROAD, SUITE 100 MENLO PARK, CA 94025		X		

Signatures

/s/ Kelyn Brannon, as Attorney-in-Fact for Michael E. Marks — 12/08/2010

**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) The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $15.5000 to $15.9000, inclusive. Full information on the number of shares sold at each sale price is available upon request.

(2) Shares held by Riverwood Capital LLC.

(3) The manager of Riverwood Capital LLC is Ironwood Management, LLC. The sole member of Ironwood Management, LLC is Michael Marks. The manager of WB Investors, LLC is Michael Marks. Mr. Marks disclaims beneficial ownership of such shares, except to the

extent of his pecuniary interest therein.

(4) The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $15.2000 to $15.2600, inclusive. Full information on the number of shares sold at each sale price is available upon request.

(5) Shares held by WB Investors, LLC.

(6) Restricted stock units.

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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