

ROTH RONALD G
Form 4/A
March 01, 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 *
ROTH RONALD G

(Last) (First) (Middle)

5480 NATHAN LANE N, SUITE 120

(Street)

PLYMOUTH, MN 55442

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Clearfield, Inc. [CLFD]

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2011

4. If Amendment, Date Original Filed (Month/Day/Year)
02/24/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chairman of the Board

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 or Price (A) or (D) | | |
| Common Stock | 02/22/2011 | | P | | 70 \$ 5.02 | A | 890,475 D |
| Common Stock | 02/22/2011 | | P | | 4,235 \$ 5.03 | A | 894,710 D |
| Common Stock | 02/22/2011 | | P | | 695 \$ 5.09 | A | 895,405 D |
| Common Stock | 02/22/2011 | | P | | 5,000 \$ 5.12 | A | 900,405 D |
| Common Stock | 02/22/2011 | | P | | 171 \$ 5.17 | A | 900,576 D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|---------|---------|---|-----------------------|
| Common Stock | 02/22/2011 | P | 3,500 | A | \$ 5.18 | 904,076 | D | |
| Common Stock | 02/22/2011 | P | 200 | A | \$ 5.19 | 904,276 | D | |
| Common Stock | 02/22/2011 | P | 800 | A | \$ 5.2 | 905,076 | D | |
| Common Stock | 02/22/2011 | P | 2,700 | A | \$ 5.21 | 907,776 | D | |
| Common Stock | 02/22/2011 | P | 100 | A | \$ 5.24 | 907,876 | D | |
| Common Stock | 02/22/2011 | P | 729 | A | \$ 5.25 | 908,605 | D | |
| Common Stock | 02/22/2011 | P | 1,800 | A | \$ 5.27 | 910,405 | D | |
| Common Stock | | | | | | 156,760 | I | Shares held by spouse |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Reporting Owners

ROTH RONALD G
5480 NATHAN LANE N
SUITE 120
PLYMOUTH, MN 55442

X

Chairman of the Board

Signatures

Getey M. Ritchott by Power of Attorney for Ronald
Roth

03/01/2011

__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).

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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