## FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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 or Section 30(h) of the Investment Company Act of 1940

pe Response	s)														
1. Name and Address of Reporting Person <sup>*</sup> JAIN ANIL K				2. Issuer Name <b>and</b> Ticker or Trading Symbol Clearfield, Inc. [CLFD]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner				
(Last) (First) (Middle) 5480 NATHAN LANE N, SUITE 120				3. Date of Earliest Transaction (Month/Day/Year) 05/05/2008							Office	r (give title belo	ow)	Other (specify b	pelow)
(Street) PLYMOUTH MINNESOTA, MN 55442				4. If Amendment, Date Original Filed(Month/Day/Year)							6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person				
(City) (State) (Zip)			Table I - Non-Derivative Securities Acqui						ired, Disposed of, or Beneficially Owned						
1.Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year		any		Code (Instr. 8)		(A) or Disposed of (D)		of (D)	Beneficially Owned Following Reported Transaction(s)		Ownership Form:	Beneficial			
			(Month/Day/Year			de	V	Amoun	(A) or (D)	Price	(Instr. 3 a	ind 4)		or Indirect (I)	Ownership (Instr. 4)
N STOCE	ζ	05/05/2008			5	S		13,715	D	\$ 1.35	1,560,0	02		D	
COMMON STOCK		05/05/2008			S	S		200	D	\$ 1.36	1,559,8	1,559,802		D	
		Table II - I	Derivative Se	ecuriti	es Acq	r c t	Personta conta he fo	ons who lined in orm dis	responding this for plays a	m are currer eficiall	not requ ntly valid	ired to res	spond unle	ss	1474 (9-02)
2. Conversion or Exercise Price of Derivative Security	Date	3A. Deemed Execution Dat any	4. Transa Code (Instr.	ction 1 (88) 1 (8 (8 (8 (8 (8 (8 (8 (8 (8 (8 (8 (8 (8	5. Number of Derivation Securit Acquir (A) or Disposor (D) (Instr. 14, and 15)	tive ies ed ed 3,	6. Dar and E (Mon	te Exerc expiration th/Day/Y	isable n Date Year)	7. Ti Amo Unde Secu (Inst: 4)	Amount of Amount or Number of		Derivative Securities Beneficially Owned Following Reported	Owners Form of Derivati Security Direct ( or Indirect)	Beneficia Ownershi (Instr. 4) D)
	d Address of All K  THAN LA  UTH MIN  ON STOCK  ON STOCK  Report on a s  2.  Conversion or Exercise Price of Derivative	THAN LANE N, SUI  (Street)  UTH MINNESOTA, N  (State)  ecurity  ON STOCK  ON STOCK  Report on a separate line for Exercise Price of Derivative  ON STOCK  3. Transaction Date (Month/Day/	d Address of Reporting Person*  IIL K  (First) (Middle)  THAN LANE N, SUITE 120  (Street)  UTH MINNESOTA, MN 55442  (Zip)  ecurity  2. Transaction Date (Month/Day/Year)  ON STOCK  05/05/2008  Report on a separate line for each class of security  Table II - II (Conversion or Exercise Price of Derivative)  3. Transaction Date (Month/Day/Year)  3. A. Deemed Execution Date (Month/Day/Year)  (Month/Day/Year)	d Address of Reporting Person*  IIL K  Clearfield  Clearfield  3. Date of E 05/05/200  (Street)  UTH MINNESOTA, MN 55442  (State)  2. Transaction Date (Month/Day/Year)  ON STOCK  O5/05/2008  Report on a separate line for each class of securities beneficial  Table II - Derivative Security (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  A. Deemed Execution I any (Month/Day/Year)  Table II - Derivative Securities beneficial  Transaction Or Exercise Price of Derivative  (Month/Day/Year)  A. Deemed Execution Date, if Transaction Or Exercise Price of Derivative  (Month/Day/Year)  (Month/Day/Year)	d Address of Reporting Person*  ILL K  2. Issuer Name at Clearfield, Inc. 3. Date of Earliest 05/05/2008  (Street)  4. If Amendment, Inc.  UTH MINNESOTA, MN 55442  (State)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  ON STOCK  O5/05/2008  Pon STOCK  O5/05/2008  Report on a separate line for each class of securities beneficially own or Exercise (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, ware) (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, ware) (Month/Day/Year)  (Month/Day/Year)  A. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	Conversion or Exercise   Conversion or Exerc	d Address of Reporting Person*  ILK Column (First) (Middle) (CLFD]  THAN LANE N, SUITE 120 (Street) (Month/Day/Year)  Street) (Strate) (Zip) (State) (Zip) (Month/Day/Year)  Code (Instr. 8)  Pon STOCK (D5/05/2008 S)  Report on a separate line for each class of securities beneficially owned directly (Month/Day/Year)  Table II - Derivative Securities Acquired (E.g., puts, calls, warrants, opt (Month/Day/Year) (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code   V   Code   V   Code   V   Code   V   Code   Code	Address of Reporting Person   Clearfield, Inc. [CLFD]	Code   Code	Address of Reporting Person	Address of Reporting Person.*    Clearfield, Inc. [CLFD]	Address of Reporting Person	Address of Reporting Person Clearfield, Inc. [CLFD]  (Virst) (Middle) (Sizeet)  (Sizeet)  (Sizeet)  (Sizeet)  (Sizeet)  (Size (A)  (Month/Day/Year)  (Mo	Address of Reporting Person.*  2. Issuer Name and Ticker or Trading Symbol Clearfield, Inc. [CLFD]  THAN LANE N, SUITE 120  0.5/05/2008  4. If Amendment, Date Original FiledMonth/Day/Year) 0.5/05/2008  Table 1 - Non-Derivative Securities Acquired, (A) or Disposed of Derivative Securities Acquired (Instr. 3, 4 and 5) 0. STOCK  0.5/05/2008  Date (Month/Day/Year)  ON STOCK  0.5/05/2008  S

### **Reporting Owners**

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
JAIN ANIL K 5480 NATHAN LANE N SUITE 120 PLYMOUTH MINNESOTA, MN 55442	X					

### **Signatures**

Anil K. Jain	05/05/2008
**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).

#### Remarks:

The Shares were sold under rule 144 pursuant to a10b5-1 plan.

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.