

GECHT GUY
Form 4
February 26, 2013

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 *
GECHT GUY

2. Issuer Name and Ticker or Trading Symbol
ELECTRONICS FOR IMAGING INC [EFII]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
303 VELOCITY WAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2013

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

FOSTER CITY, CA 94404

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	02/22/2013		M		13,283 (1)	A	(2) 196,678	D
Common Stock	02/22/2013		F		6,932 (3)	D	\$ 23.38 189,746	D
Common Stock	02/22/2013		M		10,824 (4)	A	(2) 200,570	D
Common Stock	02/22/2013		F		5,648 (3)	D	\$ 23.38 194,922	D

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

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(9-02)

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit (RSU)	(5)	02/22/2013		M		13,283	(6) 03/11/2013	Common Stock	13,283
Restricted Stock Unit (RSU)	(5)	02/22/2013		D		5,348	(7) 02/22/2013	Common Stock	5,348
Restricted Stock Unit (RSU)	(5)	02/22/2013		M		10,824	(8) 03/11/2013	Common Stock	10,824
Restricted Stock Unit (RSU)	(5)	02/22/2013		D		7,807	(9) 02/22/2013	Common Stock	7,807
Restricted Stock Unit (RSU)	(5)	02/22/2013		A		14,084	(10) 03/10/2014	Common Stock	14,084
Restricted Stock Unit (RSU)	(5)	02/22/2013		A		14,084	(11) 03/10/2014	Common Stock	14,084

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GECHT GUY 303 VELOCITY WAY FOSTER CITY, CA 94404	X		Chief Executive Officer	

Signatures

/s/ Guy Gecht

02/26/2013

**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) These shares of common stock result from vesting of a portion of the performance-based (revenue) restricted stock units granted to the reporting person under the EFI 2012 Executive Team Performance Bonus Program (the "2012 Executive Bonus Program").
- (2) Upon vesting, each restricted stock unit was converted into one share of Electronics For Imaging, Inc. common stock.
- (3) Represents shares of common stock withheld by the issuer for tax purposes upon vesting of the restricted stock units. This transaction is exempt under Rule 16b-3(e).
- (4) These shares of common stock result from vesting of a portion of the performance-based (non-GAAP net income) restricted stock units granted to the reporting person under the 2012 Executive Bonus Program.
- (5) Each restricted stock unit represents a contingent right to receive one share of Electronics For Imaging, Inc. common stock.
- (6) This is a performance-based award granted to the reporting person in February 2012 in execution of the 2012 Executive Bonus Program. Based on the level of achievement of the issuer's 2012 revenue, a portion of this restricted stock unit award vested on February 22, 2013. The unvested portion was forfeited, in accordance with the terms of this program.
- (7) This corresponds to the unvested portion of the performance-based (revenue) restricted stock units granted to the reporting person under the 2012 Executive Bonus Program in February 2012 that was forfeited as noted above.
- (8) This is a performance-based award granted to the reporting person in February 2012 in execution of the 2012 Executive Bonus Program. Based on the level of achievement of the issuer's 2012 non-GAAP operating income, a portion of this restricted stock unit award vested on February 22, 2013. The unvested portion was forfeited, in accordance with the terms of this program.
- (9) This corresponds to the unvested portion of the performance-based (non-GAAP operating income) restricted stock units granted to the reporting person under the 2012 Executive Bonus Program in February 2012 that was forfeited as noted above.
- (10) This is a performance-based award granted in execution of the EFI 2013 Section 16 Officer - Executive Performance Bonus Program. The vesting of this restricted stock unit award will be determined based on the issuer's 2013 revenue target achievement, subject to the issuer achieving a minimum threshold for 2013 non-GAAP operating income (the "Minimum Threshold"). This award will vest in full or on pro-rata basis, if and as applicable, upon the review of the issuer's performance by the Compensation Committee of the Board of Directors of the issuer and confirmation that the applicable performance requirements have been satisfied (the "Determination Date"), on the later of (1) the first anniversary of the grant date or (2) the Determination Date, subject to Mr. Gecht's continued employment with the issuer through the vesting date; provided, however, that in no event will the vesting date occur later than March 10, 2014.
- (11) This is a performance-based award granted in execution of the EFI 2013 Section 16 Officer - Executive Performance Bonus Program. The vesting of this restricted stock unit award will be determined based on the issuer's 2013 non-GAAP operating income target achievement, subject also to the issuer achieving the Minimum Threshold. This award will vest in full or on pro-rata basis, if and as applicable, upon the review of the issuer's performance by the Compensation Committee of the Board of Directors of the issuer and confirmation that the applicable performance requirements have been satisfied, on the later of (1) the first anniversary of the grant date or (2) the Determination Date, subject to Mr. Gecht's continued employment with the issuer through the vesting date; provided, however, that in no event will the vesting date occur later than March 10, 2014.

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.