PROOFPOINT INC

Form 4 July 07, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

0.5

(Instr. 4)

Estimated average burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Steele Gary Issuer Symbol PROOFPOINT INC [PFPT] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify C/O PROOFPOINT, INC., 892 07/02/2015 below) **ROSS DRIVE** Chief Executive Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting SUNNYVALE, CA 94089 Person

(City)	(State)	(Zip) Tal	ole I - Non-	Derivative Securities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onor Disposed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	Ownership

(Instr. 3)		any	Code	(Instr. 3, 4	and 3	))	Beneficially	Form:
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)
							Following	or Indirect
					(4)		Reported	(I)
					(A)		Transaction(s)	(Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	
Common Stock	07/02/2015		M <u>(1)</u>	20,000	A	\$ 1.9	20,001	D
Common Stock	07/02/2015		S <u>(1)</u>	19,700 (2)	D	\$ 62.431 (3)	301	D
Common Stock	07/02/2015		S <u>(1)</u>	300 (2)	D	\$ 64.0133	1	D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

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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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numl of Sh
Non-qualified stock option (right to buy)	\$ 1.9	07/02/2015		M(1)		20,000	<u>(5)</u>	10/26/2016	Common Stock	20,0

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Steele Gary C/O PROOFPOINT, INC. 892 ROSS DRIVE SUNNYVALE, CA 94089	X		Chief Executive Officer					

## **Signatures**

/s/ Gary Steele by Michael Yang, Attorney-in-Fact

07/07/2015

\*\*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 transaction reported on this Form 4 was effected pursuant to a 10b5-1 trading plan adopted by the reporting person on February 3, 2014
- (2) Represents the aggregate of sales effected on the same day at different prices.
- Represents the weighted average sales price per share. The shares sold at prices ranging from \$62.25 to \$63.13 per share. Full information (3) regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- Represents the weighted average sales price per share. The shares sold at prices ranging from \$63.60 to \$64.22 per share. Full information (4) regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (5) The stock option is immediately exercisable in full.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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