## Edgar Filing: PROOFPOINT INC - Form 4

Check this box       if no longer         subject to       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF         Section 16.       SECURITIES										3235-0287 January 31, 2005 verage		
(Print or Type	Responses)											
1. Name and Hahn Eric	Address of Reporting	Person <u>*</u>	Symbol			l Ticker of NC [PFI		8	5. Relationship of I ssuer			
(Last)	(First) (I	Middle)	3. Date of	of Earliest	: Ti	ransaction			(Check	all applicable	)	
C/O PROOFPOINT, INC., 892 (Month/Day ROSS DRIVE (201				-						titleX_ Other (specify below) Chairman		
				Ionth/Day/Year) A				- -	<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>X_ Form filed by One Reporting Person</li> <li>Form filed by More than One Reporting</li> <li>Person</li> </ul>			
(City)												
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	nsaction Date 2A. Deemed			3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				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)	
Common					V	Amount		Price				
Stock	12/21/2016			M <u>(1)</u>		5,000	А	\$ 2.3	121,215	D		
Common Stock	12/21/2016			S <u>(1)</u>		2,571 (2)	D	\$ 69.8728 ( <u>3)</u>	118,644	D		
Common Stock	12/21/2016			S <u>(1)</u>		2,129 (2)	D	\$ 71.0209 (4)	116,515	D		
Common Stock	12/21/2016			S <u>(1)</u>		300 <u>(2)</u>	D	\$ 71.57	116,215	D		
Stoon									213,718	Ι		

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Common
Stock

By Family Trust (5)

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 displays a currently valid OMB control number.

#### 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. Transactio Code (Instr. 8)	5. Number omf 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shares
Non-qualified stock option (right to buy)	\$ 2.3	12/21/2016		M <u>(1)</u>	5,000	<u>(6)</u>	07/18/2017	Common Stock	5,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
, or a second second	Director	10% Owner	Officer	Other			
Hahn Eric C/O PROOFPOINT, INC. 892 ROSS DRIVE SUNNYVALE, CA 94089	X			Chairman			
Signatures							
/s/ Eric Hahn By Michael Yang Attorney-In-Fact	,		12/23	6/2016			
** Signature of Penerting Pere	on		Da	ata			

\*\*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 transactions were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on December 9, 2015.

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(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 \$69.31 to \$70.17 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 \$70.50 to \$71.45 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) Shares directly held by the Hahn Family Trust dated 10/20/1999, of which the Reporting Person is a trustee and may be deemed to share voting and dispositive power over these shares.
- (6) 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. 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.