PROOFPOINT INC

Form 4

January 19, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

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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. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Newell Tracey

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

PROOFPOINT INC [PFPT]

(First) (Last)

3. Date of Earliest Transaction

Director 10% Owner

(Check all applicable)

C/O PROOFPOINT, INC., 892

(Street)

(Ctota)

(Month/Day/Year) 01/17/2017

(Middle)

Other (specify X_ Officer (give title) below) below)

ROSS DRIVE

4. If Amendment, Date Original

EVP, Worldwide Sales 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

Person

SUNNYVALE, CA 94089

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative	Secur	ities Acqui	ired, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		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 Stock	01/17/2017		M <u>(1)</u>	3,645	A	\$ 29.44	32,675 (2)	D	
Common Stock	01/17/2017		S(1)	3,645 (3)	D	80.712 (4)	29,030	D	

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

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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 Number of Shares
Non-qualified Stock Option (right to buy)	\$ 29.44	01/17/2017		M(1)	3,645	<u>(5)</u>	10/11/2023	Common Stock	3,645

Reporting Owners

Director 10% Owner Officer Other

Newell Tracey C/O PROOFPOINT, INC. 892 ROSS DRIVE SUNNYVALE, CA 94089

EVP, Worldwide Sales

Signatures

/s/ Tracey Newell by Michael Yang, Attorney-in-Fact

01/19/2017

**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 transactions reported on this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on February 4, 2016.
- Includes 916 shares acquired under the issuer's employee stock purchase plan (the "ESPP") on November 1, 2013, 760 shares acquired (2) under the ESPP on May 16, 2014, 544 shares acquired under the ESPP on November 16, 2014, 26 shares acquired under the ESPP on May 18, 2015, and 351 shares acquired under the ESPP on November 16, 2015.
- (3) 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 \$80.32 to \$81.27 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 vested as to 1/4th of the total number of shares on August 16, 2014 and thereafter vest as to 1/48th of the total number of shares in equal monthly installments.

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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