

Giancarlo Charles H  
 Form 4  
 May 31, 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 \*  
 Giancarlo Charles H

(Last) (First) (Middle)

C/O IMPERVA, INC., 3400  
 BRIDGE PARKWAY, SUITE 200

(Street)

REDWOOD SHORES, CA 94065

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 IMPERVA INC [IMPV]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 05/29/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

**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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				Title	Amount or Number of Shares		
					Code	V	(A) (D)			Date Exercisable	Expiration Date
Stock Option (right to buy)	\$ 39.57	05/29/2013			A		5,342	(1)	05/28/2023	Common Stock	5,342
Restricted Stock Units	(2)	05/29/2013			A		2,527	(3)	06/28/2016(4)	Common Stock	2,527

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Giancarlo Charles H C/O IMPERVA, INC., 3400 BRIDGE PARKWAY, SUITE 200 REDWOOD SHORES, CA 94065		X		

## Signatures

/s/ Tram Phi,  
Attorney-in-Fact  
\*\*Signature of Reporting Person

05/31/2013  
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).  
  
 This stock option vests over three years of continuous service as follows: one-third of the underlying shares vest one year following the vesting commencement date of May 28, 2013 with the remaining two-thirds vesting in equal annual installments over the next two years. This stock option is subject to accelerated vesting as to 100% of such shares following a change in control of the Issuer.
- (1) Each restricted stock unit represents a contingent right to receive one share of common stock of the Issuer upon vesting.  
  
 The restricted stock units vest as follows: one-third of the underlying shares vest one year following the vesting commencement date of May 28, 2013, with the remaining two-thirds vesting in equal annual installments over the next two years. The restricted stock units are subject to accelerated vesting as to 100% of such shares following a change in control of the Issuer.
- (2) The Issuer has up to 30 days following vesting to settle. The actual expiration date will be immediately following settlement.

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.