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Form 4	NC									
March 30, 2016								OMB A	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287	
Check this box if no longer subject to Section 16.									January 31, 2005 average Irs per	
Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Section 17(a) of the l	Public U	Itility Hol	lding Cor		nge Act of 1934, of 1935 or Section 940	response on	. 0.5	
(Print or Type Respo	onses)									
1. Name and Address of Reporting Person <u>*</u> Steele Gary			2. Issuer Name and Ticker or Trading Symbol PROOFPOINT INC [PFPT]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle)	3. Date of Earliest Transaction				(Check all applicable)			
C/O PROOFPOINT, INC., 892 ROSS DRIVE			(Month/Day/Year) 03/29/2016				XDirector10% Owner XOfficer (give titleOther (specify below) below) Chief Executive Officer			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
SUNNYVALE,		(7:-)					Person			
× • • •	(State)	(Zip)		ole I - Non- 3.	Derivative 4. Securit		Compared, Disposed		-	
	nth/Day/Year)		Date, if		4. Security onAcquired Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D) Price	(Instr. 3 and 4)			
Reminder: Report of	n a separate line	e for each cl	ass of sec	urities bene	-	-	-	ation of (NEC 1474	
					inforn requi	nation cont red to resp ays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired or Dispos (D) (Instr. 3, 4 and 5)	ed of				(
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 <u>(1)</u>	03/29/2016		А	31,600		(2)	(2)	Common Stock	31,600

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Steele Gary C/O PROOFPOINT, INC. 892 ROSS DRIVE SUNNYVALE, CA 94089	Х		Chief Executive Officer					
Signatures								
/s/ Gary Steele by Michael Yang, Attorney-in-Fact		03/.	30/2016					
<u>**</u> 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) Each restricted stock unit ("RSU") represents a contingent right to receive 1 share of the Issuer's Common Stock upon settlement for no consideration.
- (2) The RSUs will vest as to 1/4th of the total number of shares on February 1, 2017 and thereafter will vest as to 1/4th of the total number of shares in equal annual installments. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.

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.

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