#### PROOFPOINT INC

Form 4 June 03, 2016

### FORM 4

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

Washington, D.C. 20549

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

obligations

may continue.

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*\*
Knight David

(Last) (First) (Middle)

C/O PROOFPOINT, INC., 892 ROSS DRIVE

DSS DRIVE

SUNNYVALE, CA 94089

Common

Stock

06/02/2016

(Street)

2. Issuer Name **and** Ticker or Trading Symbol

#### PROOFPOINT INC [PFPT]

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

06/01/2016

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

### OMB APPROVAL

OMB Number: 3235-0287

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	(Ch	eck all	applicab	le)
below	Director Officer (gi ) EVP&GM		Ot below)	% Owner her (specify Products

5. Relationship of Reporting Person(s) to

Issuer

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person \_\_\_ Form filed by More than One Reporting

10150

#### (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transactionor Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Direct (D) Ownership (Instr. 8) direct (Instr. 4)

		Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)
Common Stock	06/01/2016	M <u>(1)</u>	10,300	A	\$ 7.98	15,592	D
Common Stock	06/01/2016	M <u>(1)</u>	6,165	A	\$ 14.12	21,757	D
Common Stock	06/01/2016	S <u>(1)</u>	2,000 (2)	D	\$ 60.037 (3)	19,757	D
Common Stock	06/01/2016	S(1)	14,465 (2)	D	\$ 60.122 (4)	5,292	D

 $M^{(1)}$ 

3,835

A

\$ 14.12

9,127

D

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Common Stock  $S_{\underline{(1)}} = 3,835$  Stock  $S_{\underline{(2)}} = 0.2379$  Stock  $S_{\underline{(5)}} = 0.2$ 

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 (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 of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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
Incentive stock option (right to buy)	\$ 7.98	06/01/2016		M <u>(1)</u>	10,300	<u>(6)</u>	01/23/2022	Common Stock	10,3
Non-qualified stock option (right to buy)	\$ 14.12	06/01/2016		M <u>(1)</u>	6,165	<u>(6)</u>	03/05/2023	Common Stock	6,10
Non-qualified stock option (right to buy)	\$ 14.12	06/02/2016		M <u>(1)</u>	3,835	<u>(6)</u>	03/05/2023	Common Stock	3,81

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Knight David C/O PROOFPOINT, INC. 892 ROSS DRIVE SUNNYVALE, CA 94089			EVP&GM, Info Security Products			

## **Signatures**

/s/ David Knight By Michael Yang, Attorney-In-Fact 06/03/2016

\*\*Signature of Reporting Person Date

Reporting Owners 2

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### **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 December 8, 2015.
- (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 \$60.00 to \$60.07 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 \$60.00 to \$60.56 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.
- Represents the weighted average sales price per share. The shares sold at prices ranging from \$60.00 to \$60.29 per share. Full information
- (5) 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.
- (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.