

PROOFPOINT INC
Form 4
June 19, 2013

FORM 4

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

OMB APPROVAL

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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 *
Hahn Eric

(Last) (First) (Middle)
C/O PROOFPOINT, INC., 892
ROSS DRIVE
(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PROOFPOINT INC [PFPT]

3. Date of Earliest Transaction (Month/Day/Year)
05/01/2013

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)
Chairman

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/01/2013		J ⁽¹⁾		4,908	A	\$ 0	206,916	I	By Family Trust ⁽²⁾
Common Stock	05/07/2013		J ⁽³⁾		1,699	A	\$ 0	208,615	I	By Family Trust ⁽²⁾
Common Stock	06/17/2013		S ⁽⁴⁾		28,900 ⁽⁵⁾	D	\$ 22.6913 ⁽⁶⁾	604,225	D	
Common Stock	06/17/2013		S ⁽⁴⁾		11,100 ⁽⁵⁾	D	\$ 23.2661	593,125	D	

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) Pro rata distribution from Benchmark Founders' Fund IV, L.P., of which the Reporting Person is a non-managing member.
- (2) 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.
- (3) Pro rata distribution from Mohr Davidow Ventures VII, L.P., of which the Reporting Person is a non-managing member.
- (4) These transactions were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on May 14, 2013.
- (5) 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 \$22.06 to \$23.05 per share. Full information 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) Represents the weighted average sales price per share. The shares sold at prices ranging from \$23.06 to \$23.43 per share. Full information 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.
- (7) Shares directly held by the Evan Matthew Hahn Trust, U/A DTD 3/14/1996, of which the Reporting Person is a trustee and may be deemed to share voting and dispositive power over these shares.
- (8) Shares directly held by the Jeremy Stephen Hahn Trust, U/A DTD 10/20/1999, of which the Reporting Person is a trustee and may be deemed to share voting and dispositive power over these shares.
- (9)

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.