Edgar Filing: PROOFPOINT INC - Form 4

PROOFPO	INT INC										
Form 4											
May 22, 20	14										
FORM	FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION										
Washington, D.C. 20549							OMB Number:	3235-0287			
	Check this box if no longer							Expires:	January 31, 2005		
subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							ERSHIP OF	Estimated average			
Section	ion 16. SECURITIES								burden hours per		
Form 4 Form 5							response	0.5			
obligati							•	Act of 1934, 1935 or Section			
may con	nunue.			•	•	-	ct of 1940		l		
<i>See</i> Inst 1(b).	ruction	50(II)	or the fi	ivestillen	t Compa	пул		,			
1(0).											
(Print or Type	Responses)										
1. Name and Address of Reporting Person [*] _ 2. Is				ssuer Name and Ticker or Trading				5. Relationship of Reporting Person(s) to			
EVAN DANA L			Symbol					Issuer			
	PROOFPOINT INC [PFPT]					(Check all applicable)					
(Last)	(First) ((Middle)	3. Date of Earliest Transaction								
			(Month/Day/Year)				-	_X_ Director 10% Owner			
C/O PROOFPOINT, INC., 892			05/22/2014				ī	Officer (give title Other (specify below) below)			
ROSS DRI	IVE							,			
(Street) 4.]			4. If Am	If Amendment, Date Original 0				6. Individual or Joint/Group Filing(Check			
Filed(Mont								Applicable Line)			
X Form filed by One Reporting Person Form filed by More than One Reporting											
SUNNYVALE, CA 94089 Person Person											
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	e Secu	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of	2. Transaction Date	e 2A. Deem	ed	3.	4. Securi	ties A	cquired (A)	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if		f Transaction Disposed of (D)				Securities	Ownership	Indirect	
(Instr. 3)				5)	Beneficially Owned	Form: Direct (D)	Beneficial D) Ownership				
(Month/Day/Year) (Instr. 8) Owned Direct (D) Following or Indirect							· · ·	(Instr. 4)			
	(A)					Reported	(I)				
						or		Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
G				Code V	Amount	(D)	Price	(Insu: 5 and 4)			
Common	05/22/2014			М	2,500	А	\$ 4.56	2,500	D		
Stock											
Common					2,500		\$				
Stock	05/22/2014			S	(1)	D	31.3153	0	D		
					_		(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.

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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	Amoun or Numbe of Shares
Non-qualified stock option (right to buy)	\$ 4.56	05/22/2014		М	2,500	(3)	06/11/2018	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address		Relationsh				
	Director	10% Owner	Officer	Other		
EVAN DANA L C/O PROOFPOINT, INC. 892 ROSS DRIVE SUNNYVALE, CA 94089	X					
Signatures						
/s/ Dana Evan By Michael Yang Attorney-In-Fact	g,	05/22/2014				
**Signature of Reporting Per	son		D	ate		
Evalenation of De	~ ~ ~ ~	~~~				

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) 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 \$31.11 to \$31.48 per share. Full information(2) 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.
- (3) 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.