

Knight David  
Form 4  
August 03, 2018

**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 \*  
Knight David

(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)  
08/02/2018

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)  
EVP/GM, Threat Sys Product Grp

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	Price	
Common Stock	08/02/2018		S <sup>(1)</sup>		120 <sup>(2)</sup>	\$ 112.02 <sup>(3)</sup>	D
Common Stock	08/02/2018		S <sup>(1)</sup>		240 <sup>(2)</sup>	\$ 113.2872 <sup>(4)</sup>	D
Common Stock	08/02/2018		S <sup>(1)</sup>		240 <sup>(2)</sup>	\$ 114.1013 <sup>(5)</sup>	D
Common Stock	08/02/2018		S <sup>(1)</sup>		700 <sup>(2)</sup>	\$ 115.4306 <sup>(6)</sup>	D



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Represents the weighted average sales price per share. The shares sold at prices ranging from \$111.715 to \$112.45 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.

- (4) Represents the weighted average sales price per share. The shares sold at prices ranging from \$112.74 to \$113.70 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.

- (5) Represents the weighted average sales price per share. The shares sold at prices ranging from \$113.81 to \$114.54 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 \$114.85 to \$115.83 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) Represents the weighted average sales price per share. The shares sold at prices ranging from \$115.85 to \$116.18 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.

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.