

Swaroop Bhagwat
Form 4
April 10, 2019

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 *
Swaroop Bhagwat

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/08/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

EVP & GM, Protection

(Street)
SUNNYVALE, CA 94089

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Price | | |
| Common Stock | 04/08/2019 | | M ⁽¹⁾ | | 10,000 A \$ 77.5 | 13,451 | D |
| Common Stock | 04/08/2019 | | S ⁽¹⁾ | | 3,476 (2) D \$ 118.7434 (3) | 9,975 | D |
| Common Stock | 04/08/2019 | | S ⁽¹⁾ | | 7,703 (2) D \$ 119.8046 (4) | 2,272 | D |
| Common Stock | 04/08/2019 | | S ⁽¹⁾ | | 1,997 (2) D \$ 120.3963 (5) | 275 | D |

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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 \$120.25 to \$120.63 per share. Full
- (5) 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) The stock option vested as to 1/4th of the total number of shares on July 1, 2017 and thereafter vests as to 1/48th of the total number of shares in equal monthly installments.

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.