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PROOFPOI	NT INC										
Form 4											
June 11, 201	14										
FORM	ЛД								PPROVA	L	
	UNITED	STATES		RITIES A Ashington			E COMMISSIO	N OMB Number:	3235-	0287	
Check th				U	, ,			Expires:	Januar	-	
if no lon subject t		MENT OF	CHAI	NGES IN	BENEF	TCIAL O	WNERSHIP OF	י ה ז		2005	
Section				SECUI	RITIES				Estimated average burden hours per		
Form 4	or							response	•	0.5	
Form 5	Filed put	rsuant to S	ection	16(a) of th	ne Securi	ties Excha	nge Act of 1934,				
obligation may con		(a) of the H	Public U	Jtility Hol	ding Co	mpany Act	of 1935 or Secti	on			
See Instr 1(b).		30(h)	of the I	nvestmen	t Compa	ny Act of 1	1940				
(Print or Type	Responses)										
1. Name and A	Address of Reporting	Person *	2. Issuer Name and Ticker or Trading			r Trading	5. Relationship of Reporting Person(s) to				
Bettencourt	t Anthony J		Symbol			0	Issuer				
			PROOFPOINT INC [PFPT]								
(Last) (First) (Middle)			3. Date of Earliest Transaction				(Check all applicable)				
(2007)	((((((((((((((((((((((((((((((((((((((((Month/Day/Year)				X Director 10% Owner					
C/O PROO	FPOINT, INC., 8	392	06/09/2014			Officer (give titleOther (specify					
ROSS DR.			00/07/2011				below) below)				
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
	(Bucct)			onth/Day/Yea	-	u	Applicable Line)	Joint Group I in	ng(Check		
			1 neu(in	Silli Day i ee	")		_X_ Form filed by	One Reporting P	erson		
SUNNYVA	ALE, CA 94089						Form filed by	More than One R	eporting		
	(Stata)	(7:n)					Person				
(City)	(State)	(Zip)	Tał	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	ł	
1.Title of	2. Transaction Date			3. 4. Securities			5. Amount of	6. Ownership	7. Nature of	of	
Security	(Month/Day/Year)	Execution	Date, if	Transactio	-		Securities	Form: Direct	Indirect		
(Instr. 3) any (Month/E		any (Month/Day/Year)		CodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)			,	(D) or Indirect (I)	Ownershi		
		(month/Du	ay(1 car) (linsu: 6) (linsu: 5, 4 and 5)			r und 5)	Following	(Instr. 4)	(Instr. 4)	Ρ	
						(A)	Reported				
						or	Transaction(s)				
				Code V	Amount	(D) Price	(Instr. 3 and 4)				
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities bene	ficially ow	ned directly	or indirectly.				
					Perso	ons who res	spond to the colle	ection of	SEC 1474		
							tained in this form		(9-02)		
							ond unless the fo ntly valid OMB co				
					uispi	ay 3 a curre	nuy vanu cimb cu				

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

number.

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed (D) (Instr. 3, and 5)	d of					(Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 <u>(1)</u>	06/09/2014		А	5,298		(2)	(2)	Common Stock	5,298	\$
Restricted Stock Units	\$ 0 <u>(1)</u>	06/09/2014		А	1,135		(3)	(3)	Common Stock	1,135	\$

Reporting Owners

Reporting Owner Name / Address		Relationsh		
r. o	Director	10% Owner	Officer	Other
Bettencourt Anthony J C/O PROOFPOINT, INC. 892 ROSS DR. SUNNYVALE, CA 94089	Х			
Signatures				
/s/ Anthony J. Bettencourt by M Attorney-in-Fact	06/11/2014			

**Signature of Reporting Person

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) Each restricted stock unit ("RSU") represents a contingent right to receive 1 share of the Issuer's Common Stock upon settlement for no consideration.
- (2) The RSUs will vest as to 100% of the shares on June 9, 2015. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.
- (3) The RSUs will vest quarterly as to 1/4th of the total RSUs in equal installments, with the first 1/4th vesting on June 30, 2014. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.

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.

Date