PROOFPOINT INC

Form 4

January 12, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

OMB APPROVAL

3235-0287

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Auvil Paul R. III

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

(Middle)

PROOFPOINT INC [PFPT]

(Check all applicable)

Chief Financial Officer

C/O PROOFPOINT, INC., 892

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

10% Owner

01/08/2015

_X__ Officer (give title below)

Other (specify

ROSS DRIVE

Director

6. Individual or Joint/Group Filing(Check Applicable Line)

(Street)

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

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SUNNYVALE, CA 94089

(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. Transactio Code (Instr. 8)	4. Securit onor Dispos (Instr. 3,	ed of		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	01/08/2015		M <u>(1)</u>	12,900	A	\$ 3.88	459,838	D	
Common Stock	01/08/2015		S(1)	3,900 (2)	D	\$ 48.4452 (3)	455,938	D	
Common Stock	01/08/2015		S <u>(1)</u>	9,000 (2)	D	\$ 49.6149 (4)	446,938	D	
Common Stock	01/09/2015		M <u>(1)</u>	12,100	A	\$ 3.88	459,038	D	
	01/09/2015		S(1)		D		446,938	D	

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Common	12,100	\$
Stock	(2)	50.3496
		(5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

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. Transaction Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numl of Sh
Non-qualified Stock Option (right to buy)	\$ 3.88	01/08/2015		M(1)	12,900	<u>(6)</u>	03/09/2020	Common Stock	12,9
Non-qualified Stock Option (right to buy)	\$ 3.88	01/09/2015		M <u>(1)</u>	12,100	<u>(6)</u>	03/09/2020	Common Stock	12,1

Relationships

Reporting Owners

Reporting Owner Name / Address							
	Director	10% Owner	Officer	Other			
Auvil Paul R. III C/O PROOFPOINT, INC. 892 ROSS DRIVE SUNNYVALE, CA 94089			Chief Financial Officer				
Signatures							
/s/ Paul R. Auvil III by Michael S Attorney-In-Fact	Yang,		01/12/2015				
**Signature of Reporting P	erson		Date				

Reporting Owners 2

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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) The transaction reported on this Form 4 was effected pursuant to a 10b5-1 trading plan adopted by the reporting person on December 2, 2014.
- (2) 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 \$48.13 to \$49.12 per share. Full information
- (3) 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.
 - Represents the weighted average sales price per share. The shares sold at prices ranging from \$49.14 to \$50.05 per share. Full information
- (4) 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.
- Represents the weighted average sales price per share. The shares sold at prices ranging from \$50.00 to \$50.56 per share. Full information
- (5) 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 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.