PROOFPOINT INC

Form 4

February 13, 2015

FORM 4

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

OMB Number: 3235-0287

Estimated average

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Form 4 or Form 5 obligations may continue.

See Instruction

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Knight David	Reporting Person *	2. Issuer Name and Ticker or Trading Symbol PROOFPOINT INC [PFPT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (Firs	t) (Middle)	3. Date of Earliest Transaction	(Check all applicable)		
		(Month/Day/Year)	Director 10% Owner		
C/O PROOFPOINT, INC., 892 ROSS DRIVE		02/11/2015	X Officer (give title Other (specify below) EVP&GM, Info Security Products		
(Stre	et)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
SUNNYVALE, CA	. 94089	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

						- `			
(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	ities Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit onor Dispos (Instr. 3, 4)	ed of (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)
Common Stock	02/11/2015		M(1)	30,000	A	\$ 5.48	31,561	D	
Common Stock	02/11/2015		S(1)	30,000 (2)	D	\$ 55.1273 (3)	1,561	D	
Common Stock	02/12/2015		M <u>(1)</u>	10,000	A	\$ 5.48	11,561	D	
Common Stock	02/12/2015		S(1)	6,300 (2)	D	\$ 55.0287 (4)	5,261	D	
	02/12/2015		S(1)		D		1,561	D	

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Common 3,700 \$
Stock (2) 55.6161

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)	\$ 5.48	02/11/2015		M(1)	30,000	<u>(6)</u>	04/29/2021	Common Stock	30,0
Non-qualified stock option (right to buy)	\$ 5.48	02/12/2015		M(1)	10,000	<u>(6)</u>	04/29/2021	Common Stock	10,0

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Knight David C/O PROOFPOINT, INC. 892 ROSS DRIVE SUNNYVALE, CA 94089			EVP&GM, Info Security Products				
Signatures							
/s/ David Knight By Michael Yang, Attorney-In-Fact	,	02/13/2015					
**Signature of Reporting Person		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 transactions reported on this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on November 11, 2013.
- (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 \$55.00 to \$55.58 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 \$54.46 to \$55.44 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 \$55.46 to \$56.12 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.