Edgar Filing: Salle Blake P. - Form 4

Salle Blake F Form 4	Р.										
October 29, 2	2018										
									OMB A	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								N OMB Number:	3235-0287		
Check thi if no long subject to Section 14 Form 4 or Form 5 obligation may conti See Instru	6. Filed pur Section 17(rsuant to S (a) of the l	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940						Estimated burden hou response	urs per	
1(b).											
(Print or Type R	Responses)										
1. Name and Address of Reporting Person <u>*</u> Salle Blake P.			2. Issuer Name and Ticker or Trading Symbol PROOFPOINT INC [PFPT]				ling	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle)	3. Date of	of Earliest	Fransacti	on		(Check all applicable)			
C/O PROOFPOINT, INC., 892 ROSS DRIVE			(Month/Day/Year) 10/25/2018					Director 10% Owner X Officer (give title Other (specify below) below) EVP, Worldwide Sales			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
SUNNYVA	LE, CA 94089							Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivat	ive Secu	rities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	3. Transacti Code (Instr. 8) Code V	Dispos (Instr.	red (A) c sed of (E 3, 4 and (A) or))	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)	
Reminder: Ren	ort on a separate line	e for each cl	ass of sec	urities ben	eficially	owned d	irectly	or indirectly			
Kennider, Kep	or on a separate line				Per info req dis	rsons w ormatio juired te	/ho res on con o resp	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

Edgar Filing: Salle Blake P. - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired or Dispos (D) (Instr. 3, 4 and 5)	ed of					(
				Code V	(A)	· · /	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 <u>(1)</u>	10/25/2018		A	30,000		(2)	(2)	Common Stock	30,000	
Restricted Stock Units	\$ 0 <u>(1)</u>	10/29/2018		А	4,000		(3)	(3)	Common Stock	4,000	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Salle Blake P. C/O PROOFPOINT, INC. 892 ROSS DRIVE SUNNYVALE, CA 94089			EVP, Worldwide Sales				
Signatures							
/s/ Blake Salle by Michael Yan Attorney-in-Fact	g,		10/29/2018				
<u>**</u> Signature of Reporting Per	son		Date				

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 vest annually as to 1/4th of the total RSUs in equal installments, with the first 1/4th vesting on October 25, 2019. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.
- (3) The RSUs vest annually as to 1/4th of the total RSUs in equal installments, with the first 1/4th vesting on July 1, 2019. 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.

(In