

PROOFPOINT INC
Form 4
January 29, 2015

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 *
HARVEY KEVIN

(Last) (First) (Middle)
2965 WOODSIDE ROAD

(Street)

WOODSIDE, CA 94062

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/30/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 (D) Price			
Common Stock	06/30/2014		M ⁽¹⁾	256 A \$ 0	256	D	
Common Stock	09/30/2014		M ⁽¹⁾	255 A \$ 0	511	D	
Common Stock	12/31/2014		M ⁽¹⁾	255 A \$ 0	766	D	
Common Stock					234,465	I	See footnote ⁽²⁾

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 3)
Restricted Stock Units	\$ 0 ⁽³⁾	06/30/2014		M ⁽¹⁾	256	⁽⁴⁾ / ⁽⁴⁾	Common Stock	256
Restricted Stock Units	\$ 0 ⁽³⁾	09/30/2014		M ⁽¹⁾	255	⁽⁴⁾ / ⁽⁴⁾	Common Stock	255
Restricted Stock Units	\$ 0 ⁽³⁾	12/31/2014		M ⁽¹⁾	255	⁽⁴⁾ / ⁽⁴⁾	Common Stock	255

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARVEY KEVIN 2965 WOODSIDE ROAD WOODSIDE, CA 94062		X		

Signatures

/s/ Steven M. Spurlock, by power of attorney for Kevin R. Harvey

01/29/2015

__Signature of Reporting Person

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) Vesting of restricted stock units ("RSUs") originally reported by the Reporting Person in a Form 4 filed with the U.S. Securities and Exchange Commission on June 11, 2014.

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- (2) Shares are owned directly by Kevin R. Harvey's family trust.
- (3) Each RSU represents a contingent right to receive 1 share of the Issuer's Common Stock upon settlement for no consideration.
- (4) The RSUs 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.