

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 06/30/2014                           |  | M <sup>(1)</sup>               | 256 A \$ 0  | 256   | D  |                                   |
| Common Stock                    | 09/30/2014                           |  | M <sup>(1)</sup>               | 255 A \$ 0  | 511   | D  |                                   |
| Common Stock                    | 12/31/2014                           |  | M <sup>(1)</sup>               | 255 A \$ 0  | 766   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 234,465   | I  | See footnote <sup>(2)</sup>       |

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)

required to respond unless the form displays a currently valid OMB control number.

**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 or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units                     | \$ 0 <sup>(3)</sup>                                    | 06/30/2014                           |  | M <sup>(1)</sup>               | 256   | <sup>(4)</sup> / <sup>(4)</sup>                          | Common Stock  | 256   |
| Restricted Stock Units                     | \$ 0 <sup>(3)</sup>                                    | 09/30/2014                           |  | M <sup>(1)</sup>               | 255   | <sup>(4)</sup> / <sup>(4)</sup>                          | Common Stock  | 255   |
| Restricted Stock Units                     | \$ 0 <sup>(3)</sup>                                    | 12/31/2014                           |  | M <sup>(1)</sup>               | 255   | <sup>(4)</sup> / <sup>(4)</sup>                          | Common Stock  | 255   |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| HARVEY KEVIN<br>2965 WOODSIDE ROAD<br>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.