

Knight David
Form 4
June 05, 2018

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 *
Knight David

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O PROOFPOINT, INC., 892
ROSS DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2018

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
EVP/GM, Threat Sys Product Grp

(Street)
SUNNYVALE, CA 94089

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

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

(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. 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	Price	
Common Stock	06/01/2018		M ⁽¹⁾		1,875	A \$ 0	25,299 ⁽²⁾ D
Common Stock	06/01/2018		M ⁽¹⁾		1,875	A \$ 0	27,174 D
Common Stock	06/01/2018		F ⁽³⁾		1,860	D \$ 120.57	25,314 D

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

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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)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Units	\$ 0 ⁽⁴⁾	06/01/2018		A	6,000 ⁽⁵⁾	⁽⁶⁾ ⁽⁶⁾	Common Stock	6,000
Restricted Stock Units	\$ 0 ⁽⁴⁾	06/01/2018		A	6,000 ⁽⁵⁾	⁽⁶⁾ ⁽⁶⁾	Common Stock	6,000
Restricted Stock Units	\$ 0 ⁽⁴⁾	06/01/2018		M ⁽¹⁾	1,875	⁽⁶⁾ ⁽⁶⁾	Common Stock	1,875
Restricted Stock Units	\$ 0 ⁽⁴⁾	06/01/2018		M ⁽¹⁾	1,875	⁽⁶⁾ ⁽⁶⁾	Common Stock	1,875

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, Threat Sys Product Grp	

Signatures

/s/ David Knight By Michael Yang, Attorney-In-Fact 06/05/2018

**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)

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Vesting of performance-based RSUs ("PRSUs") earned by the Reporting Person on June 1, 2018 as a result of the Reporting Person having met certain performance criteria.

- (2) Includes 275 shares acquired under the Issuer's employee stock purchase plan on May 15, 2018.

Exempt transaction pursuant to Section 16b-3(e) - payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of in

- (3) this Form 4 were relinquished by the Reporting Person and cancelled by the Issuer in exchange for the Issuer's agreement to pay federal and state tax withholding obligations of the Reporting Person resulting from the vesting of RSUs or PRSUs. The Reporting Person did not sell or otherwise dispose of any of the shares reported on this Form 4 for any reason other than to cover required taxes.
- (4) Each RSU represents a contingent right to receive 1 share of the Issuer's Common Stock upon settlement for no consideration.
- (5) Represents PRSUs earned by the Reporting Person on June 1, 2018 as a result of the Reporting Person having met certain performance criteria.

The RSUs vest as to 5/16th of the total number of shares on June 1, 2018; 3/16th of the total number of shares on February 2, 2019; and

- (6) thereafter will vest as to 1/4th of the total number of shares in equal annual installments beginning on February 2, 2020. 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.

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