

PROOFPOINT INC

Reported by
LEE ROBERT DARREN

FORM 4 (Statement of Changes in Beneficial Ownership)

Filed 05/03/17 for the Period Ending 05/01/17

Address 892 ROSS DRIVE
SUNNYVALE, CA 94089
Telephone 408-517-4710
CIK 0001212458
Symbol PFPT
SIC Code 7374 - Computer Processing and Data Preparation and Processing Services
Industry IT Services & Consulting
Sector Technology
Fiscal Year 12/31

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Lee Robert Darren			PROOFPOINT INC [PFPT]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP, GM Archiving & Governance		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
C/O PROOFPOINT, INC., 892 ROSS DRIVE			5/1/2017					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
SUNNYVALE, CA 94089						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)	Price			
Common Stock	5/1/2017		M	(1)	1250	A	\$36	4131	D	
Common Stock	5/1/2017		M	(1)	2000	A	\$50.93	6131	D	
Common Stock	5/1/2017		S	(1)	3250	D	\$75.26	2881	D	
Common Stock	5/1/2017		M	(4)	2500	A	\$0	5381	D	
Common Stock	5/1/2017		M	(4)	625	A	\$0	6006	D	
Common Stock	5/1/2017		M	(4)	625	A	\$0	6631	D	
Common Stock	5/1/2017		F	(5)	1762	D	\$75.76	4869	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-qualified Stock Option (right to buy)	\$36	5/1/2017		M	(1)		1250	(2)	3/26/2024	Common Stock	1250	\$0	4841	D	
Non-qualified Stock Option (right to buy)	\$50.93	5/1/2017		M	(1)		2000	(3)	4/8/2026	Common Stock	2000	\$0	6000	D	
Restricted Stock Units	\$0 (6)	5/1/2017		A		5000	(7)	(8)	(8)	Common Stock	5000	\$0	5000	D	
Restricted Stock Units	\$0 (6)	5/1/2017		A		2000	(7)	(9)	(9)	Common Stock	2000	\$0	2000	D	
Restricted Stock Units	\$0 (6)	5/1/2017		A		2000	(7)	(9)	(9)	Common Stock	2000	\$0	2000	D	
Restricted Stock Units	\$0 (6)	5/1/2017		M	(4)		2500	(8)	(8)	Common Stock	2500	\$0	2500	D	
Restricted Stock Units	\$0 (6)	5/1/2017		M	(4)		625	(9)	(9)	Common Stock	625	\$0	1375	D	
Restricted Stock Units	\$0 (6)	5/1/2017		M	(4)		625	(9)	(9)	Common Stock	625	\$0	1375	D	

Explanation of Responses:

- The transactions reported on this Form 4 were effected pursuant to a 10b5-1 trading plan with an effective date of June 9, 2016.
- The stock option is 100% vested and exercisable.
- The stock option vested and became exercisable as to 1/4th of the total number of shares on February 1, 2017 and thereafter shall vest and become exercisable as to 1/48th of the total number of shares in equal monthly installments.

- (4) Vesting of performance-based RSUs ("PRSUs") earned by the Reporting Person on May 1, 2017 as a result of the Reporting Person having met certain performance criteria.
- (5) 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 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.
- (6) Each RSU represents a contingent right to receive 1 share of the Issuer's Common Stock upon settlement for no consideration.
- (7) Represents PRSUs earned by the Reporting Person on May 1, 2017 as a result of the Reporting Person having met certain performance criteria.
- (8) The RSUs vest as to 1/2 of the total number of shares on May 1, 2017 and thereafter will vest as to 1/4th of the total number of shares in equal annual installments beginning on March 24, 2018. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.
- (9) The RSUs vest as to 5/16th of the total number of shares on May 1, 2017; 3/16th of the total number of shares on March 29, 2018; and thereafter will vest as to 1/4th of the total number of shares in equal annual installments beginning on March 29, 2019. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lee Robert Darren C/O PROOFPOINT, INC. 892 ROSS DRIVE SUNNYVALE, CA 94089			SVP, GM Archiving & Governance	

Signatures

/s/ Robert Darren Lee by Michael Yang, Attorney-in-Fact

5/3/2017

**Signature of Reporting Person

Date

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

* 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).

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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