

PROOFPOINT INC

Reported by
LEE ROBERT DARREN

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/21/18 for the Period Ending 05/08/17

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

FORM 4

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

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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 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			5/8/2017					
(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	5/8/2017		S		5711	D	\$81.45	3837 (1)	D	
Common Stock	2/16/2018		M		4841	A	\$36	8678	D	
Common Stock	2/16/2018		M		1750	A	\$57.49	10428	D	
Common Stock	2/16/2018		M		2000	A	\$50.93	12428	D	
Common Stock	2/16/2018		S		12428	D	\$105.2132	0	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	2/16/2018		M		4841		(2)	3/26/2024	Common Stock	4841	\$0	0	D	
Non-qualified Stock Option (right to buy)	\$57.49	2/16/2018		M		1750		(3)	4/6/2025	Common Stock	1750	\$0	1500	D	
Non-qualified Stock Option (right to buy)	\$50.93	2/16/2018		M		2000		(4)	4/8/2026	Common Stock	2000	\$0	4000	D	

Explanation of Responses:

- The Form 3 filed by the Reporting Person with the U.S. Securities and Exchange Commission on February 25, 2015 inadvertently excluded 842 shares of the Issuer's common stock directly held by the Reporting Person. The number of shares reported in this box is the corrected number held by the Reporting Person following the transaction reported on this line of this Form 4.
- 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, 2016 and thereafter shall vest and become exercisable as to 1/48th of the total number of shares in equal monthly installments.
- 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.

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

2/21/2018

******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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