

PROOFPOINT INC

Form 4

July 09, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hahn Eric

(Last) (First) (Middle)

C/O PROOFPOINT, INC., 892
ROSS DRIVE

(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/07/2015

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)

Chairman

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 (A) or (D)	Price		
Common Stock	07/07/2015		S <u>(1)</u>		10,500 (2)	D \$ 61.4139 (3)	192,664	D
Common Stock	07/07/2015		S <u>(1)</u>		4,400 (2)	D \$ 61.9064 (4)	188,264	D
Common Stock	07/07/2015		S <u>(1)</u>		100	D \$ 63.47	188,164	D
Common Stock	07/07/2015		S <u>(1)</u>		9,300 (2)	D \$ 61.2613 (5)	10,700	I
								By Trust 1 (6)

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Common Stock	07/07/2015	S ⁽¹⁾	600 ⁽²⁾	D	\$ 62.3367 ⁽⁷⁾	10,100	I	By Trust 1 ⁽⁶⁾
Common Stock	07/07/2015	S ⁽¹⁾	100	D	\$ 63.47	10,000	I	By Trust 1 ⁽⁶⁾
Common Stock	07/07/2015	S ⁽¹⁾	9,400 ⁽²⁾	D	\$ 61.2167 ⁽⁸⁾	10,600	I	By Trust 2 ⁽⁹⁾
Common Stock	07/07/2015	S ⁽¹⁾	500	D	\$ 62.16	10,100	I	By Trust 2 ⁽⁹⁾
Common Stock	07/07/2015	S ⁽¹⁾	100	D	\$ 63.47	10,000	I	By Trust 2 ⁽⁹⁾
Common Stock						213,718	I	By Family Trust ⁽¹⁰⁾

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

SEC 1474
(9-02)

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. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hahn Eric C/O PROOFPOINT, INC.	X			Chairman

892 ROSS DRIVE
SUNNYVALE, CA 94089

Signatures

/s/ Eric Hahn By Michael Yang,
Attorney-In-Fact

07/09/2015

__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) These transactions were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on November 7, 2014.
- (2) Represents the aggregate of sales effected on the same day at different prices.
Represents the weighted average sales price per share. The shares sold at prices ranging from \$60.83 to \$61.82 per share. Full
- (3) information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
Represents the weighted average sales price per share. The shares sold at prices ranging from \$61.83 to \$62.58 per share. Full
- (4) information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
Represents the weighted average sales price per share. The shares sold at prices ranging from \$60.81 to \$61.52 per share. Full
- (5) information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (6) Shares directly held by the Evan Matthew Hahn Trust, U/A DTD 3/14/1996, of which the Reporting Person is a trustee and may be deemed to share voting and dispositive power over these shares.
Represents the weighted average sales price per share. The shares sold at prices ranging from \$62.16 to \$62.65 per share. Full
- (7) information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
Represents the weighted average sales price per share. The shares sold at prices ranging from \$60.78 to \$61.51 per share. Full
- (8) information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (9) Shares directly held by the Jeremy Stephen Hahn Trust, U/A DTD 10/20/1999, of which the Reporting Person is a trustee and may be deemed to share voting and dispositive power over these shares.
- (10) Shares directly held by the Hahn Family Trust dated 10/20/1999, of which the Reporting Person is a trustee and may be deemed to share voting and dispositive power over these shares.

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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