

Lee Robert Darren
 Form 4
 April 01, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Lee Robert Darren

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/28/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, GM Archiving & Governance

SUNNYVALE, CA 94089
 (City) (State) (Zip)

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

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	Price	
Common Stock	03/29/2019		M ⁽¹⁾		1,000	A \$ 0	2,392 D
Common Stock	03/29/2019		F ⁽²⁾		444	D \$ 121.43	1,948 D

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

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SEC 1474 (9-02)

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otherwise dispose of any of the shares reported on this Form 4 for any reason other than to cover required taxes.

- (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 annually as to 1/4th of the total RSUs in equal installments, with the first 1/4th vesting on February 1, 2020. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.
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
- (5) 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.

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.