

Newell Tracey
Form 4
January 18, 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 *
Newell Tracey

(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)
01/17/2018

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)

EVP, Worldwide Sales

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 | 01/17/2018 | | M ⁽¹⁾ | | 6,558 | A \$ 57.49 | 23,376 D |
| Common Stock | 01/17/2018 | | M ⁽¹⁾ | | 1,625 | A \$ 50.93 | 25,001 D |
| Common Stock | 01/17/2017 | | S ⁽¹⁾ | | 3,600 ⁽²⁾ | D \$ 95.9663 ⁽³⁾ | 21,401 D |
| Common Stock | 01/17/2018 | | S ⁽¹⁾ | | 3,500 ⁽²⁾ | D \$ 96.8552 ⁽⁴⁾ | 17,901 D |
| | 01/17/2018 | | S ⁽¹⁾ | | | D | 16,818 D |

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| | | |
|--------------|---------------------|-----------------------------|
| Common Stock | 1,083 <u>(2)</u> | \$ 97.4555 <u>(5)</u> |
|--------------|---------------------|-----------------------------|

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | | |
| Non-qualified Stock Option (right to buy) | \$ 57.49 | 01/17/2018 | | M ⁽¹⁾ | 6,558 | ⁽⁶⁾ | 04/06/2025 | Common Stock | 6,558 |
| Non-qualified Stock Option (right to buy) | \$ 50.93 | 01/17/2018 | | M ⁽¹⁾ | 1,625 | ⁽⁷⁾ | 04/08/2026 | Common Stock | 1,625 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Newell Tracey C/O PROOFPOINT, INC. 892 ROSS DRIVE SUNNYVALE, CA 94089 | | | EVP, Worldwide Sales | |

Signatures

| | |
|--|------------|
| /s/ Tracey Newell by Michael Yang, Attorney-in-Fact | 01/18/2018 |
| **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) The transactions reported on this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on March 9, 2017.
- (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 \$95.36 to \$96.35 per share. Full 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.
- (3) Represents the weighted average sales price per share. The shares sold at prices ranging from \$96.38 to \$97.37 per share. Full 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.
- (4) Represents the weighted average sales price per share. The shares sold at prices ranging from \$97.39 to \$97.51 per share. Full 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.
- (5) The stock option vests as to 1/4th of the total number of shares on February 1, 2016 and thereafter shall vest as to 1/48th of the total number of shares in equal monthly installments.
- (6) The stock option vests as to 1/4th of the total number of shares on February 1, 2017 and thereafter shall vest as to 1/48th of the total number of shares in equal monthly installments.
- (7)

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.