

Steele Gary  
Form 4  
July 16, 2018

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Steele Gary

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)  
07/12/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

SUNNYVALE, CA 94089

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

(City) (State) (Zip)

**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 or Price		
Common Stock	07/12/2018		M <sup>(1)</sup>		50,000 A \$ 5.48	268,574	D
Common Stock	07/12/2018		S <sup>(1)</sup>		7,900 <sup>(2)</sup> D \$ 123.4951	260,674	D
Common Stock	07/12/2018		S <sup>(1)</sup>		15,400 <sup>(2)</sup> D \$ 124.3386	245,274	D
Common Stock	07/12/2018		S <sup>(1)</sup>		6,100 <sup>(2)</sup> D \$ 125.2772	239,174	D



## Edgar Filing: Steele Gary - Form 4

- (1) The transactions reported on this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on June 8, 2018.
- (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 \$122.86 to \$123.81 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 \$123.86 to \$124.825 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 \$124.88 to \$125.86 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.  
Represents the weighted average sales price per share. The shares sold at prices ranging from \$125.88 to \$126.85 per share. Full
- (6) 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.
- (7) The stock option is immediately exercisable in full.

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.