

INFORMATICA CORP
Form 4
February 04, 2014

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 *
FRY EARL E

(Last) (First) (Middle)

C/O INFORMATICA CORPORATION, 2100 SEAPORT BOULEVARD

(Street)

REDWOOD CITY, CA 94063

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INFORMATICA CORP [INFA]

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2014

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)
CFO, CAO, EVP-GCS, Secty

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 or Price | | | | |
| Common Stock | 01/31/2014 | | J | | 638 ⁽¹⁾ | A | \$ 40.36 | 262,405 | D |
| Common Stock | 02/01/2014 | | F | | 3,125 ⁽²⁾ | D | \$ 39.31 | 259,280 | D |
| Common Stock | 02/01/2014 | | M | | 3,587 ⁽³⁾ | A | \$ 39.31 | 262,867 | D |
| Common Stock | 02/03/2014 | | A | | 15,000 ⁽⁴⁾ | A | \$ 38.25 | 277,867 ⁽⁵⁾ | D |

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

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(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 Underlying (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------------------------------|
| Performance-based restricted stock unit | \$ 39.31 | 02/01/2014 | | M | 5,749 | <u>(6)</u> <u>(6)</u> | Common Stock |
| Non-qualified stock option (right to buy) | \$ 38.25 | 02/03/2014 | | A | 100,000 | <u>(7)</u> 02/01/2021 | Common Stock |
| Performance-based restricted stock unit | <u>(8)</u> | 02/03/2014 | | A | 15,000 | <u>(9)</u> <u>(9)</u> | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FRY EARL E
C/O INFORMATICA CORPORATION
2100 SEAPORT BOULEVARD
REDWOOD CITY, CA 94063

CFO, CAO, EVP-GCS, Secty

Signatures

/s/Edwin White Attorney in fact for
Earl Fry

02/04/2014

 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) Shares acquired pursuant to the Employee Stock Purchase Plan of Informatica Corporation.

(2) These shares were withheld by the Company as required for related tax liability in connection with the vesting of restricted stock units granted in prior years.

(3) These shares represent the difference between the restricted stock units which vested upon achievement of certain performance criteria and the restricted stock units withheld by the Company as required for related tax liability in connection with the vesting of restricted stock units granted in prior years.

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These securities are restricted stock units. Each unit represents the reporting persons right to receive one share of common stock. These restricted stock units shall vest at the rate of 1/4 of the shares subject to such restricted stock units as of the first anniversary of the vesting commencement date and 1/4 of the shares subject to such restricted stock units as of each of the subsequent anniversaries of the Vesting Commencement Date thereafter, assuming continued service with the company on each vesting date. For the purposes of the restricted stock unit grants the Vesting Commencement Date is February 1, 2014.

- (4)
- (5) Certain of these securities are restricted stock units. Each unit represents the Reporting Person's right to receive one share of Common Stock, subject to the applicable vesting schedule.

This performance-based restricted stock unit ("PSRU") award is eligible to vest as follows: (1) 75% of the award is eligible to vest upon achievement of certain performance criteria based on total revenues, and (2) 25% of the award is eligible to vest upon achievement of certain performance criteria based on non-GAAP operating income. The actual PRSU award earned will vest as to 1/4th of the shares on each anniversary of the original grant date. The number of shares reflected is at the 100% award amount. No PRSUs will be earned below the minimum threshold of performance. At or above the minimum threshold, the actual number of shares may range from 50% to 125% of the 100% award amount.

- (6)
- (7) These options are exercisable at the rate of 1/48th of the shares subject to such options on each monthly anniversary of the vesting commencement date. Such options have a term of seven years from the date of grant.
- (8) Each restricted stock unit represents a contingent right to receive one share of Common Stock.

This performance-based restricted stock unit ("PSRU") award is eligible to vest as follows: (1) 60% of the award is eligible to vest upon achievement of certain performance criteria based on total revenues, and (2) 40% of the award is eligible to vest upon achievement of certain performance criteria based on non-GAAP operating income. The actual PRSU award earned will vest as to 1/4th of the shares on each anniversary of the original grant date. The number of shares reflected is at the target award amount. No PRSUs will be earned below the target level of performance. At or above the target level of performance, the actual number of shares may range from 70% to 125% of the target award amount.

- (9)
- 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.