

PROOFPOINT INC
Form 4
June 19, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
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)
05/01/2013

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 | 05/01/2013 | | J ⁽¹⁾ | | 4,908 | A | \$ 0 | 206,916 | I | By Family Trust ⁽²⁾ |
| Common Stock | 05/07/2013 | | J ⁽³⁾ | | 1,699 | A | \$ 0 | 208,615 | I | By Family Trust ⁽²⁾ |
| Common Stock | 06/17/2013 | | S ⁽⁴⁾ | | 28,900 ⁽⁵⁾ | D | \$ 22.6913 ⁽⁶⁾ | 604,225 | D | |
| Common Stock | 06/17/2013 | | S ⁽⁴⁾ | | 11,100 ⁽⁵⁾ | D | \$ 23.2661 | 593,125 | D | |

(7)

| | | | |
|--------------|--------|---|----------------|
| Common Stock | 40,000 | I | By Trust 1 (8) |
| Common Stock | 40,000 | I | By Trust 2 (9) |

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

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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 Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|----------|
| | Director | 10% Owner | Officer | Other |
| Hahn Eric C/O PROOFPOINT, INC. 892 ROSS DRIVE SUNNYVALE, CA 94089 | X | | | Chairman |

Signatures

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

06/19/2013

__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) Pro rata distribution from Benchmark Founders' Fund IV, L.P., of which the Reporting Person is a non-managing member.
- (2) 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.
- (3) Pro rata distribution from Mohr Davidow Ventures VII, L.P., of which the Reporting Person is a non-managing member.
- (4) These transactions were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on May 14, 2013.
- (5) 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 \$22.06 to \$23.05 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.
- (6) Represents the weighted average sales price per share. The shares sold at prices ranging from \$23.06 to \$23.43 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.
- (7) 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.
- (8) 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.
- (9)

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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