PROOFPOINT INC

Form 4

December 21, 2016

FORM 4

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

OMB

Number: 3235-0287

OMB APPROVAL

Expires: January 31, 2005

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Form filed by More than One Reporting

Person

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Newell Tracey Issuer Symbol PROOFPOINT INC [PFPT] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title _ Other (specify C/O PROOFPOINT, INC., 892 12/19/2016 below) below) **ROSS DRIVE** EVP, Worldwide Sales (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

SUNNYVALE, CA 94089

(State)

(Zin)

(City)

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price		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)		
Common Stock	12/19/2016		M(1)	3,645	A	\$ 29.44	30,078	D	
Common Stock	12/19/2016		S <u>(1)</u>	3,545 (2)	D	\$ 70.5319	26,533	D	
Common Stock	12/19/2016		S <u>(1)</u>	100	D	\$ 71.09	26,433	D	

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

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(9-02)

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displays a currently valid OMB control number.

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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Non-qualified Stock Option (right to buy)	\$ 29.44	12/19/2016		M(1)	3,645	<u>(4)</u>	10/11/2023	Common Stock	3,64

Reporting Owners

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

12/21/2016

**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 February 4, 2016.
- (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 \$70 to \$70.9725 per share. Full information (3) 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) The stock option vested as to 1/4th of the total number of shares on August 16, 2014 and thereafter vest as to 1/48th of the total number of shares in equal monthly installments.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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