

Lee Robert Darren
 Form 4
 June 05, 2018

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

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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 *
 Lee Robert Darren

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)
 06/01/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, GM Archiving & Governance

SUNNYVALE, CA 94089
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	06/01/2018		M ⁽¹⁾	1,562 A	\$ 0	3,368	D
Common Stock	06/01/2018		M ⁽¹⁾	1,562 A	\$ 0	4,930	D
Common Stock	06/01/2018		F ⁽²⁾	1,386 D	\$ 120.57	3,544	D

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

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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. 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		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Restricted Stock Units	\$ 0 ⁽³⁾	06/01/2018		A	5,000 ₍₄₎	<u>(5)</u>	<u>(5)</u>	Common Stock	5,000	
Restricted Stock Units	\$ 0 ⁽³⁾	06/01/2018		A	5,000 ₍₄₎	<u>(5)</u>	<u>(5)</u>	Common Stock	5,000	
Restricted Stock Units	\$ 0 ⁽³⁾	06/01/2018		M ⁽¹⁾		1,562	<u>(5)</u>	<u>(5)</u>	Common Stock	1,562
Restricted Stock Units	\$ 0 ⁽³⁾	06/01/2018		M ⁽¹⁾		1,562	<u>(5)</u>	<u>(5)</u>	Common Stock	1,562

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lee Robert Darren C/O PROOFPOINT, INC. 892 ROSS DRIVE SUNNYVALE, CA 94089			SVP, GM Archiving & Governance	

Signatures

/s/ Robert Darren Lee by Michael Yang, Attorney-in-Fact 06/05/2018

**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)

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Vesting of performance-based RSUs ("PRSUs") earned by the Reporting Person on June 1, 2018 as a result of the Reporting Person having met certain performance criteria.

Exempt transaction pursuant to Section 16b-3(e) - payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of in

(2) this Form 4 were relinquished by the Reporting Person and cancelled by the Issuer in exchange for the Issuer's agreement to pay federal and state tax withholding obligations of the Reporting Person resulting from the vesting of RSUs or PRSUs. The Reporting Person did not sell or otherwise dispose of any of the shares reported on this Form 4 for any reason other than to cover required taxes.

(3) Each RSU represents a contingent right to receive 1 share of the Issuer's Common Stock upon settlement for no consideration.

(4) Represents PRSUs earned by the Reporting Person on June 1, 2018 as a result of the Reporting Person having met certain performance criteria.

The RSUs vest as to 5/16th of the total number of shares on June 1, 2018; 3/16th of the total number of shares on February 2, 2019; and

(5) thereafter will vest as to 1/4th of the total number of shares in equal annual installments beginning on February 2, 2020. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.

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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