

Lee Robert Darren
 Form 4
 February 05, 2019

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 *
 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

3. Date of Earliest Transaction (Month/Day/Year)
 02/01/2019

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

(Street)

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

SUNNYVALE, CA 94089

(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 Ownership (Instr. 4)	
			Code	V	Amount			
Common Stock	02/01/2019		M ⁽¹⁾		750	A	\$ 0 750	D
Common Stock	02/01/2019		M ⁽²⁾		1,000	A	\$ 0 1,750	D
Common Stock	02/01/2019		M ⁽³⁾		2,500	A	\$ 0 4,250	D
Common Stock	02/01/2019		M ⁽⁴⁾		2,000	A	\$ 0 6,250	D
Common Stock	02/01/2019		F ⁽⁵⁾		1,878	D	\$ 114.51 4,372	D

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Common Stock	02/02/2019	M ⁽⁶⁾	938	A	\$ 0	5,310	D
Common Stock	02/02/2019	M ⁽⁶⁾	938	A	\$ 0	6,248	D
Common Stock	02/02/2019	F ⁽⁵⁾	550	D	\$ 114.51	5,698	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 and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Number of Shares
Restricted Stock Unit	\$ 0 ⁽⁷⁾	02/01/2019		M ⁽¹⁾	750	⁽⁸⁾ / ⁽⁸⁾	Common Stock	750
Restricted Stock Unit	\$ 0 ⁽⁷⁾	02/01/2019		M ⁽²⁾	1,000	⁽⁹⁾ / ⁽⁹⁾	Common Stock	1,000
Restricted Stock Unit	\$ 0 ⁽⁷⁾	02/01/2019		M ⁽³⁾	2,500	⁽¹⁰⁾ / ⁽¹⁰⁾	Common Stock	2,500
Restricted Stock Units	\$ 0 ⁽⁷⁾	02/01/2019		M ⁽⁴⁾	2,000	⁽¹¹⁾ / ⁽¹¹⁾	Common Stock	2,000
Restricted Stock Units	\$ 0 ⁽⁷⁾	02/02/2019		M ⁽⁶⁾	938	⁽¹²⁾ / ⁽¹²⁾	Common Stock	938
Restricted Stock Units	\$ 0 ⁽⁷⁾	02/02/2019		M ⁽⁶⁾	938	⁽¹²⁾ / ⁽¹²⁾	Common Stock	938

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

02/05/2019

**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) Vesting of restricted stock units ("RSUs") granted to the Reporting Person on March 24, 2015.
- (2) Vesting of RSUs granted to the Reporting Person on March 29, 2016.
- (3) Vesting of RSUs granted to the Reporting Person on February 2, 2017.
- (4) Vesting of RSUs granted to the Reporting Person on March 19, 2018.

- 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 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. 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.
- (5) Vesting of performance-based RSUs (earned by the Reporting Person on June 1, 2018 as a result of the Reporting Person having met certain performance criteria.
 - (6) Each RSU represents a contingent right to receive 1 share of the Issuer's Common Stock upon settlement for no consideration.
 - (7) The RSUs vest as to 1/4th of the total number of shares on February 1, 2016 and thereafter will vest as to 1/4th of the total number of shares in equal annual installments. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.
 - (8) The RSUs vest as to 1/4th of the total number of shares on February 1, 2017 and thereafter will vest as to 1/4th of the total number of shares in equal annual installments. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.
 - (9) The RSUs vest as to 1/4th of the total number of shares on February 1, 2018 and thereafter will vest as to 1/4th of the total number of shares in equal annual installments. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.
 - (10) The RSUs vested as to 1/4th of the total number of shares on February 1, 2019 and thereafter will vest as to 1/4th of the total number of shares in equal annual installments. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.
 - (11) The RSUs vested 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 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.
 - (12)

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.