Newell Tracey Form 4 January 18, 2018

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction 1(b).

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

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Newell Tracey

> (First) (Middle)

C/O PROOFPOINT, INC., 892 **ROSS DRIVE**

(Street)

2. Issuer Name and Ticker or Trading Symbol

PROOFPOINT INC [PFPT]

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

01/17/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner _X__ Officer (give title _ Other (specify

below)

EVP, Worldwide Sales

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

SUNNYVALE, CA 94089

(City)	(State)	(Zip) Tab	le I - Non-	Derivativo	e Secu	rities Acqui	red, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	onor Dispo (Instr. 3,	sed of 4 and (A) or	` ′	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	01/17/2018		M(1)	6,558	A	\$ 57.49	23,376	D	
Common Stock	01/17/2018		M(1)	1,625	A	\$ 50.93	25,001	D	
Common Stock	01/17/2017		S <u>(1)</u>	3,600 (2)	D	\$ 95.9663 (3)	21,401	D	
Common Stock	01/17/2018		S <u>(1)</u>	3,500 (2)	D	\$ 96.8552 (4)	17,901	D	
	01/17/2018		S <u>(1)</u>		D		16,818	D	

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Common	1,083	\$
Stock	<u>(2)</u>	97.4555
		(5)

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

SEC 1474 Persons who respond to the collection of information contained in this form are not (9-02)required to respond unless the form 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. Transactic Code (Instr. 8)	Transaction Derivative Code Securities		Fransaction Derivative Expiration Code Securities (Month/I Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,			7. Title and A Underlying S (Instr. 3 and	Securitie
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares		
Non-qualified Stock Option (right to buy)	\$ 57.49	01/17/2018		M <u>(1)</u>	6,558	<u>(6)</u>	04/06/2025	Common Stock	6,558		
Non-qualified Stock Option (right to buy)	\$ 50.93	01/17/2018		M <u>(1)</u>	1,625	<u>(7)</u>	04/08/2026	Common Stock	1,625		

Reporting Owners

Reporting Owner Name / Address	Relationships					
rioporomy o made rumo / reduceso	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, 01/18/2018 Attorney-in-Fact

> **Signature of Reporting Person Date

Reporting Owners 2

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 March 9, 2017.
- (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 \$95.36 to \$96.35 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
- (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.
- Represents the weighted average sales price per share. The shares sold at prices ranging from \$96.38 to \$97.37 per share. Full information (4) regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange
- (4) 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.
- Represents the weighted average sales price per share. The shares sold at prices ranging from \$97.39 to \$97.51 per share. Full information
- (5) 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) The stock option vests as to 1/4th of the total number of shares on February 1, 2016 and thereafter shall vest as to 1/48th of the total number of shares in equal monthly installments.
- (7) The stock option vests as to 1/4th of the total number of shares on February 1, 2017 and thereafter shall 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. 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.