

Auvil Paul R. III
 Form 4
 April 17, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Auvil Paul R. III

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)
 04/15/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

SUNNYVALE, CA 94089

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/15/2019		M ⁽¹⁾	30,000 A \$ 14.12	106,208	D	
Common Stock	04/15/2019		S ⁽¹⁾	28,400 ⁽²⁾ D \$ 122.5917 ⁽³⁾	77,808	D	
Common Stock	04/15/2019		S ⁽¹⁾	1,600 ⁽²⁾ D \$ 123.0097 ⁽⁴⁾	76,208	D	
Common Stock					411,398	I	By family trust

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)

Table with 7 main columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Security. Row 1: Non-qualified stock option, \$14.12, 04/15/2019, M(1), 30,000, (5), 03/04/2023, Common Stock, 30,000.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships. Row 1: Auvil Paul R. III, C/O PROOFPOINT, INC., 892 ROSS DRIVE, SUNNYVALE, CA 94089; Relationships: Chief Financial Officer.

Signatures

/s/ Paul R. Auvil III by Michael Yang, Attorney-In-Fact, 04/17/2019. **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) The transaction reported on this Form 4 was effected pursuant to a 10b5-1 trading plan adopted by the reporting person on February 22, 2019.
(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 \$122.00 to \$122.99 per share. Full
(3) 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.
(4)

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Represents the weighted average sales price per share. The shares sold at prices ranging from \$123.00 to \$123.055 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.

(5) The stock option is immediately exercisable in full.

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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