Cooper Tom
Form 4
March 01, 2013

# FORM 4

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

**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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Cooper Tom

(Last) (First) (Middle)

C/O PROOFPOINT, INC., 892 ROSS DRIVE

(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
PROOFPOINT INC [PFPT]

3. Date of Earliest Transaction (Month/Day/Year)
02/27/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP Worldwide Field Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/27/2013 | | M | | 235,040 | A | $ 5.38 | 235,040 | D | |
| Common Stock | 02/27/2013 | | F(1) | | 146,300 (2) | D | $ 14.5112 (3) | 88,740 | D | |
| Common Stock | 03/01/2013 | | M | | 107,029 | A | $ 5.38 | 195,769 | D | |
| Common Stock | 03/01/2013 | | F(1) | | 66,620 | D | $ 14 | 129,149 | D | |

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

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**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 Amou Underlying Securi (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amo Num Shar |
| Non-qualified stock option (right to buy) | $ 5.38 | 02/27/2013 | | M | | | 43,500 | (4) | 12/15/2020 | Common Stock | 43 |
| Non-qualified stock option (right to buy) | $ 5.38 | 02/27/2013 | | M | | | 191,540 | (4) | 12/15/2020 | Common Stock | 191 |
| Non-qualified stock option (right to buy) | $ 5.38 | 03/01/2013 | | M | | | 96,961 | (4) | 12/15/2020 | Common Stock | 96 |
| Incentive Stock Option (right to buy) | $ 5.38 | 03/01/2013 | | M | | | 10,068 | (4) | 12/15/2020 | Common Stock | 10 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Cooper Tom<br>C/O PROOFPOINT, INC.<br>892 ROSS DRIVE<br>SUNNYVALE, CA 94089 | | | EVP Worldwide Field Operations | |

# Signatures

| /s/ Tom Cooper by Michael Yang, Attorney-In-Fact | 03/01/2013 |
|---|---|
| **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)** 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 exercise price of the option. 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 the applicable exercise price.

**(2)** Represents the aggregate of sales effected on the same day at different prices.

**(3)** Represents the weighted average sales price per share. The shares sold at prices ranging from $14.50 to $14.62 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.

**(4)** The stock option is immediately exercisable in full.

**(5)** The stock option is held directly by Thomas R. Cooper 2012 GRAT, of which the Reporting Person is the sole trustee and may be deemed to have sole voting and investment power over these shares.

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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