

Lee Robert Darren
Form 4
February 21, 2018

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 *
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)
05/08/2017

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

(Street)
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	05/08/2017		S		5,711	D	\$ 81.45
Common Stock	02/16/2018		M		4,841	A	\$ 36
Common Stock	02/16/2018		M		1,750	A	\$ 57.49
Common Stock	02/16/2018		M		2,000	A	\$ 50.93
Common Stock	02/16/2018		S		12,428	D	\$ 105.2132
					0	D	

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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)	Amount or Number of Shares
Non-qualified Stock Option (right to buy)	\$ 36	02/16/2018		M	4,841	⁽²⁾ 03/26/2024	Common Stock	4,841
Non-qualified Stock Option (right to buy)	\$ 57.49	02/16/2018		M	1,750	⁽³⁾ 04/06/2025	Common Stock	1,750
Non-qualified Stock Option (right to buy)	\$ 50.93	02/16/2018		M	2,000	⁽⁴⁾ 04/08/2026	Common Stock	2,000

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

02/21/2018

**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).

- The Form 3 filed by the Reporting Person with the U.S. Securities and Exchange Commission on February 25, 2015 inadvertently
- (1) excluded 842 shares of the Issuer's common stock directly held by the Reporting Person. The number of shares reported in this box is the corrected number held by the Reporting Person following the transaction reported on this line of this Form 4.
 - (2) The stock option is 100% vested and exercisable.
 - (3) The stock option vested and became exercisable as to 1/4th of the total number of shares on February 1, 2016 and thereafter shall vest and become exercisable as to 1/48th of the total number of shares in equal monthly installments.
 - (4) The stock option vested and became exercisable as to 1/4th of the total number of shares on February 1, 2017 and thereafter shall vest and become exercisable 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.

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