

Headley Todd P
Form 3
March 08, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Headley Todd P

(Last) (First) (Middle)

9770 PATUXENT WOODS
DRIVE

(Street)

COLUMBIA, MD 21046

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

03/08/2007

3. Issuer Name and Ticker or Trading Symbol
SOURCEFIRE INC [FIRE]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner

☒ Officer ____ Other
(give title below) (specify below)

CFO & Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)

☒ Form filed by One Reporting Person

____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect (I)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

(Instr. 5)

Employee Stock Option (right to buy)	04/21/2003 ⁽¹⁾	04/18/2013	Common Stock	105,911	\$ 0.325	D	Â
Employee Stock Option (right to buy)	12/01/2004 ⁽²⁾	12/21/2014	Common Stock	24,630	\$ 1.62	D	Â
Employee Stock Option (right to buy)	06/24/2006 ⁽³⁾	06/24/2015	Common Stock	23,399	\$ 2.03	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Headley Todd P 9770 PATUXENT WOODS DRIVE COLUMBIA, MD 21046	Â	Â	Â CFO & Treasurer	Â

Signatures

/s/ Joseph M. Boyle as
Attorney-in-Fact

03/08/2007

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Options vest in equal quarterly installments over four years, commencing on April 21, 2003. Options also accelerate and become fully vested if there is a change in control and the holder's employment is terminated without cause subsequent to the change in control.
- (2) Options vest in equal quarterly installments over four years, commencing on December 1, 2004. Options also accelerate and become fully vested if there is a change in control and the holder's employment is terminated without cause.
- (3) Options vest 25% on June 24, 2006 and in equal monthly installments of 2.083% over the subsequent three years. Options also accelerate and become fully vested if there is a change in control and the holder's employment is terminated without cause within one year after the change in control subsequent to the change in control.

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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