

BURRIS JOHN C
Form 4
March 09, 2011

FORM 4

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

OMB APPROVAL

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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 *
BURRIS JOHN C

(Last) (First) (Middle)

C/O SOURCEFIRE, INC., 9770
PATUXENT WOODS DRIVE

(Street)

COLUMBIA, MD 21046

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chief Executive Officer

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 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 ⁽¹⁾ | 03/07/2011 | | A | | 5,550 ⁽²⁾ | A | \$ 0 105,088 D |
| Common Stock ⁽¹⁾ | 03/07/2011 | | A | | 16,650 ⁽³⁾ | A | \$ 0 121,738 D |
| Common Stock | 03/08/2011 | | M | | 12,332 | A | \$ 6.77 134,070 D |
| Common Stock | 03/08/2011 | | S | | 12,332 | D | \$ 26.761 ⁽⁴⁾ 121,738 D |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock option (right to buy) | \$ 26.16 | 03/07/2011 | | A | 44,400 | <u>(5)</u> 03/07/2018 | Common Stock | 44,400 |
| Stock option (right to buy) | \$ 6.77 | 03/08/2011 | | M | 12,332 | <u>(6)</u> 07/14/2018 | Common Stock | 12,332 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BURRIS JOHN C C/O SOURCEFIRE, INC. 9770 PATUXENT WOODS DRIVE COLUMBIA, MD 21046 | X | | Chief Executive Officer | |

Signatures

/s/ Brian F. Leaf,
attorney-in-fact

03/09/2011

**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) Represents restricted stock units granted to the reporting person. Each restricted stock unit represents a contingent right to receive one share of common stock of the issuer.
- (2) The shares underlying these restricted stock units vest in four equal annual installments beginning on March 7, 2012, subject to the reporting person's continuous service with the issuer as of the vesting date.

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- The shares underlying these restricted stock units are eligible for vesting in four equal annual installments beginning on March 7, 2012, the first anniversary of the grant date. Subject to the reporting person's continuous service with the issuer as of such date, the number of shares eligible for vesting on each vesting date will vest based upon the issuer's meeting or exceeding specified annual financial objectives set by the issuer's compensation committee for such year. In the event the financial objectives for a particular year are not achieved, then the shares that otherwise would have vested on such vesting date will vest on March 7, 2016, the fifth anniversary of the grant date, subject to the reporting person's continuous service with the issuer on such date.
- (3) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$26.75 to \$26.83 per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (4) The option will vest over a period of four years, with 25% of the shares underlying the option vesting on March 7, 2012, the first anniversary of the date of grant and the remainder vesting in 36 equal monthly installments thereafter.
- (5) Of the shares exercisable under the option, (a) 25,980 shares underlying the option vested upon the price of the issuer's common stock exceeding \$12.00 for 10 consecutive trading days as of June 11, 2009; (b) 37,971 shares underlying the option vested upon the price of the issuer's common stock exceeding \$16.00 for 10 consecutive trading days as of August 12, 2009; and (c) 35,973 shares underlying the option vested upon the price of the issuer's common stock exceeding \$20.00 for 10 consecutive trading days as of September 28, 2009.

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.