

MCNITT DOUGLAS
Form 4
March 09, 2011

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 *
MCNITT DOUGLAS

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O SOURCEFIRE, INC., 9770
PATUXENT WOODS DRIVE

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

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
General Counsel

(Street)
COLUMBIA, MD 21046

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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	03/07/2011		S		800 D 26.1925 44,181	D	
					<u>(1)</u>		
Common Stock	03/07/2011		S		294 D 26.9736 43,887	D	
					<u>(2)</u>		
Common Stock <u>(3)</u>	03/07/2011		A		1,125 A \$ 0 45,012	D	
					<u>(4)</u>		
Common Stock <u>(3)</u>	03/07/2011		A		3,375 A \$ 0 48,387	D	
					<u>(5)</u>		

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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)	8. Amount or Number of Shares
Stock option (right to buy)	\$ 26.16	03/07/2011		A	9,000	⁽⁶⁾ 03/07/2018	Common Stock	9,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCNITT DOUGLAS C/O SOURCEFIRE, INC. 9770 PATUXENT WOODS DRIVE COLUMBIA, MD 21046			General Counsel	

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) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$25.94 to \$26.55 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.
- (2) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$26.96 to \$27.00 per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer,

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full information regarding the number of shares sold at each separate price.

(3) 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.

(4) 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.

(5) 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.

(6) 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.

Remarks:

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on Sep

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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