

Kraynak Mark E.
Form 4
May 23, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Kraynak Mark E.

(Last) (First) (Middle)

C/O IMPERVA, INC., 3400
BRIDGE PARKWAY, SUITE 200

(Street)

REDWOOD SHORES, CA 94065

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
IMPERVA INC [IMPV]

3. Date of Earliest Transaction (Month/Day/Year)
05/21/2012

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)

VP, Worldwide Marketing

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	05/21/2012		M		10,000	A	\$ 0.6
							10,000
Common Stock	05/21/2012		S		400	D	\$ 25.38
							(1)
Common Stock	05/21/2012		S		300	D	\$ 26.29
							(2)
Common Stock	05/21/2012		S		7,900	D	\$ 27.64
							(3)

Edgar Filing: Kraynak Mark E. - Form 4

Common Stock	05/21/2012	S	1,400	D	\$ 28.03	0	D
					<u>(4)</u>		
Common Stock	05/22/2012	M	3,750	A	\$ 0.6	3,750	D
Common Stock	05/22/2012	S	1,600	D	\$ 26.99	2,150	D
					<u>(5)</u>		
Common Stock	05/22/2012	S	2,150	D	\$ 27.75	0	D
					<u>(6)</u>		
Common Stock	05/22/2012	M	6,250	A	\$ 0.6	6,250	D
Common Stock	05/22/2012	S	6,250	D	\$ 27.96	0	D
					<u>(7)</u>		

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

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.

SEC 1474
(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 0.6	05/21/2012		M	10,000	<u>(8)</u>	07/20/2014	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 0.6	05/22/2012		M	3,750	<u>(8)</u>	07/20/2014	Common Stock	3,750

Edgar Filing: Kraynak Mark E. - Form 4

within the range.

(8) This Stock Option vested over four years as follows: 25% of the underlying shares vested one year following the vesting commencement date of June 15, 2004, and the remaining 75% vested in equal quarterly installments over the next three years. This Option is now fully vested and exercisable.

(9) This Stock Option vested over four years as follows: 25% of the underlying shares vested one year following the vesting commencement date of December 7, 2004, and the remaining 75% vested in equal quarterly installments over the next three years. This Option is now fully vested and exercisable.

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.