

Boodaei Michael
Form 4
October 04, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Boodaei Michael

(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)
10/02/2012

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)

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	10/02/2012		S ⁽¹⁾		8,400	D	\$ 35.0368 (2)	125,350	I	See footnote (3)
Common Stock	10/02/2012		S ⁽¹⁾		1,600	D	\$ 36.13 (4)	123,750	I	See footnote (3)
Common Stock	10/03/2012		S ⁽¹⁾		9,600	D	\$ 33.9343 (5)	114,150	I	See footnote (3)
Common Stock	10/03/2012		S ⁽¹⁾		400	D	\$ 34.6475	113,750	I	See footnote

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Common Stock	10/04/2012		<u>S(1)</u>	10,000	D	<u>(6)</u> \$ 32.9297 <u>(7)</u>	103,750	I	<u>(3)</u> See footnote <u>(3)</u>
Common Stock							500,000	I	<u>(8)</u> See footnote <u>(8)</u>

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Boodaei Michael C/O IMPERVA, INC. 3400 BRIDGE PARKWAY SUITE 200 REDWOOD SHORES, CA 94065	X			

Signatures

/s/ Tram Phi, Attorney-in-Fact 10/04/2012

**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) This transaction was effected pursuant to a Rule 10b5-1 plan adopted by the Reporting Person.

Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$34.68 to \$35.62. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange

(2) Commission or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range.

(3) The shares are owned of record by Michael (Mickey) Boodaei Assets 2000 Ltd. The Reporting Person is a director and beneficial owner of the shares held by such entity.

Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$35.77 to \$36.63. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange

(4) Commission or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range.

Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$33.51 to \$34.50. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange

(5) Commission or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range.

Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$34.52 to \$34.80. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange

(6) Commission or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range.

Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$32.50 to \$33.48. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange

(7) Commission or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range.

(8) The shares are owned of record by Michael (Mickey) Boodaei Holdings 2000 Ltd. The Reporting Person is a director and beneficial owner of the shares held by such entity.

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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