

Roesch Martin F
Form 4
February 25, 2010

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 *
Roesch Martin F

(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)
02/23/2010

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 Technology 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	02/23/2010		S		2,400	D	\$ 22.937 (1)
Common Stock	02/23/2010		S		100	D	\$ 23.55
Common Stock	02/24/2010		S		2,500	D	\$ 23.643 (2)
Common Stock	02/24/2010 ⁽³⁾		A		7,500 (4)	A	\$ 0
	02/24/2010 ⁽³⁾		A			A	\$ 0

Edgar Filing: Roesch Martin F - Form 4

Common Stock 2,500
(5)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Roesch Martin F C/O SOURCEFIRE, INC. 9770 PATUXENT WOODS DRIVE COLUMBIA, MD 21046	X		Chief Technology Officer	

Signatures

/s/ Brian F. Leaf, as attorney-in-fact 02/25/2010
**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).
- Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$22.54 to \$23.35 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.

Edgar Filing: Roesch Martin F - Form 4

Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$23.28 to \$23.93 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.

- (3) This grant of restricted stock units was approved by the issuer's compensation committee on February 24, 2010, subject to the reporting person's execution of a restricted stock unit award agreement. 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 are eligible for vesting in four equal annual installments beginning on February 24, 2011, 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 February 24, 2015, the fifth anniversary of the grant date, subject to the reporting person's continuous service with the issuer on such date.

- (5) The shares underlying these restricted stock units vest in four equal annual installments beginning on February 24, 2011, subject to the reporting person's continuous service with the issuer as of the vesting date.

Remarks:

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 1, 2010.

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.