

Kraynak Mark E.
Form 4
May 25, 2012

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 *
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)
05/23/2012

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/23/2012		M		7,500 A \$ 0.72	7,500	D
Common Stock	05/23/2012		S		7,500 D \$ 27.2 (1)	0	D
Common Stock	05/23/2012		M		2,500 A \$ 0.6	2,500	D
Common Stock	05/23/2012		S		2,500 D \$ 27.62 (2)	0	D
Common Stock	05/24/2012		M		10,000 A \$ 0.78	10,000	D

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Common Stock	05/24/2012	S	10,000	D	\$ 27.20 (3)		D
Common Stock	05/25/2012	M	10,000	A	\$ 0.92	10,000	D
Common Stock	05/25/2012	S	10,000	D	\$ 26.48 (4)	0	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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 0.72	05/23/2012		M	7,500	(5) 03/10/2016	Common Stock	7,500	
Employee Stock Option (right to buy)	\$ 0.6	05/23/2012		M	2,500	(6) 12/07/2014	Common Stock	2,500	
Employee Stock Option (right to buy)	\$ 0.78	05/24/2012		M	10,000	(7) 02/01/2017	Common Stock	10,000	
Employee Stock Option (right to buy)	\$ 0.92	05/25/2012		M	10,000	(8) 08/28/2017	Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kraynak Mark E. C/O IMPERVA, INC. 3400 BRIDGE PARKWAY, SUITE 200 REDWOOD SHORES, CA 94065			VP, Worldwide Marketing	

Signatures

/s/ Tram Phi,
Attorney-in-Fact

05/25/2012

**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) Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$26.63 to \$27.51. The reporting person has provided to the issuer, and undertakes to provide to the staff of the Securities and Exchange 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.

(2) Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$27.51 to \$27.71. The reporting person has provided to the issuer, and undertakes to provide to the staff of the Securities and Exchange 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) Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$26.82 to \$27.63. The reporting person has provided to the issuer, and undertakes to provide to the staff of the Securities and Exchange 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.

(4) Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$26.27 to \$26.94. The reporting person has provided to the issuer, and undertakes to provide to the staff of the Securities and Exchange 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.

(5) This Stock Option vests over four years of continuous service as follows: 25% of the underlying shares vest one year following the vesting commencement date of January 1, 2006, with the remaining 75% vesting in equal quarterly installments over the next three years. This Option is now fully vested and exercisable.

(6) 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.

(7) This Stock Option vests over four years of continuous service as follows: 25% of the underlying shares vest one year following the vesting commencement date of February 1, 2007, with the remaining 75% vesting in equal quarterly installments over the next three years. This Option is now fully vested and exercisable.

(8) This Stock Option vested over four years as follows: 25% of the underlying shares vested one year following the vesting commencement date of July 8, 2007, 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.

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