Forget Jason Form 4 May 25, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Forget Jason Issuer Symbol IMPERVA INC [IMPV] (Check all applicable) (Middle) (Last) (First) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title Other (specify C/O IMPERVA, INC., 3400 05/23/2012 below) **BRIDGE PARKWAY, SUITE 200** VP, Business Operations (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

REDWOOD SHORES, CA 94065

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative)	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	05/23/2012		S	7,375	D	\$ 27.55 (1)	0	D (2)	
Common Stock	05/23/2012		S	2,625	D	\$ 27.5	6,750	D	
Common Stock	05/24/2012		S	1,750	D	\$ 27.1 (3)	5,000	D	
Common Stock	05/24/2012		S	5,000	D	\$ 27.11 (4)	0	D	
	05/24/2012		M	3,250	A	\$ 1.68	3,250	D	

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Common	
Stock	

Common Stock	05/24/2012	S	3,250	D	\$ 27.18 0	D
Common Stock	05/25/2012	M	2,282	A	\$ 1.68 2,282	D
Common Stock	05/25/2012	S	2,282	D	\$ 26.38 0 (6)	D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transactic Code (Instr. 8)	Transaction Derivative Code Securities		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)	\$ 1.68	05/24/2012		M	3,250	<u>(7)</u>	02/05/2020	Common Stock	3,250	
Employee Stock Option (right to buy)	\$ 1.68	05/25/2012		M	2,282	<u>(7)</u>	02/05/2020	Common Stock	2,282	

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners 2

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Director 10% Owner Officer Other

Forget Jason C/O IMPERVA, INC. 3400 BRIDGE PARKWAY, SUITE 200 REDWOOD SHORES, CA 94065

VP, Business Operations

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).
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$27.34 to \$27.99. 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) The shares are held by Jason Forget and Virginie Forget as joint tenants with the right of survivorship.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$27.100 to \$27.104. 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.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$27.00 to \$27.31. 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.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$27.18 to \$27.19. 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.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$26.35 to \$26.42. 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.
- 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, 2010, with the remaining 75% vesting in equal quarterly installments over the next three years. This Stock Option is subject to accelerated vesting in the event of a termination of employment of the Reporting Person under certain circumstances following a change in control of the Issuer.

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.

Signatures 3