

ELECTRONICS FOR IMAGING INC
 Form 4
 September 03, 2008

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 *
 Ritchie John

(Last) (First) (Middle)

C/O ELECTRONICS FOR IMAGING, INC., 303 VELOCITY WAY

(Street)

FOSTER CITY, CA 94404

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 ELECTRONICS FOR IMAGING INC [EFII]

3. Date of Earliest Transaction (Month/Day/Year)
 08/29/2008

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 Financial 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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)

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| 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 |
| Stock Option (Right to Buy) | \$ 19.45 | 08/29/2008 | | D | 20,500 | (1) 08/11/2010 | 08/11/2010 | Common Stock | 20,500 |
| Stock Option (Right to Buy) | \$ 19.98 (3) | 08/29/2008 | | A | 20,500 | (1) 08/11/2010 | 08/11/2010 | Common Stock | 20,500 |
| Stock Option (Right to Buy) | \$ 19.98 | 08/29/2008 | | D | 7,128 | (1) 08/11/2010 | 08/11/2010 | Common Stock | 7,128 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ritchie John
 C/O ELECTRONICS FOR IMAGING, INC.
 303 VELOCITY WAY
 FOSTER CITY, CA 94404

Chief Financial Officer

Signatures

/s/ Vedran I. Busija,
 Attorney-In-Fact

09/03/2008

__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) Fully exercisable.

(2) In connection with a review by a special committee of the board of directors of Electronics For Imaging, Inc. ("EFI") of historical stock option granting practices and the proposed settlement of the related shareholder derivative litigation, the reporting person agreed to amend the exercise price of the indicated options to equal the fair market value of EFI's common stock on the revised measurement date for such options.

(3) In connection with a review by a special committee of the board of directors of EFI of historical stock option granting practices and the proposed settlement of the related shareholder derivative litigation, the exercise price of the indicated options was amended as set forth in this column 2.

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- (4) In connection with a review by a special committee of the board of directors of EFI of historical stock option granting practices and the proposed settlement of the related shareholder derivative litigation, the reporting person agreed to cancel the indicated options in payment of the after-tax excess of the fair market value of EFI's common stock on the revised measurement date for certain option grants which the reporting person previously had exercised, over the aggregate exercise price for such grants.

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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