ROSENZWEIG FRED

Form 4

August 28, 2009

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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Check this box if no longer subject to Section 16.

Form 4 or Form 5

obligations may continue.

See Instruction 1(b).

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

ELECTRONICS FOR IMAGING

(Print or Type Responses)

1. Name and Address of Reporting Person * **ROSENZWEIG FRED**

(First)

(Middle)

303 VELOCITY WAY

(Last)

(Street)

INC [EFII]

Symbol

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

08/28/2009

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading

Issuer

(Check all applicable)

_X__ Director 10% Owner X_ Officer (give title Other (specify

below) below) President

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ 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

FOSTER CITY, CA 94404

(City) (State) (Zip) 1.Title of

2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. 4. Securities Code

Disposed of (D) (Instr. 8)

TransactionAcquired (A) or (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (T) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

(A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired or Dispos (D) (Instr. 3, 4 and 5)	ed of				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 10.77	08/28/2009		A	63,563		<u>(1)</u>	08/28/2016	Common Stock	63,563
Stock Option (Right to Buy)	\$ 10.77	08/28/2009		A	7,062		(2)(3)	08/28/2016	Common Stock	7,062
Stock Option (Right to Buy)	\$ 10.77	08/28/2009		A	42,375		<u>(4)</u>	08/28/2016	Common Stock	42,375
Restricted Stock Unit (RSU)	\$ 0 (5)	08/28/2009		A	28,250		<u>(6)</u>	08/28/2012	Common Stock	28,250

Reporting Owners

Reporting Owner Name / Address	Relationships						
r g	Director	10% Owner	Officer	Other			
ROSENZWEIG FRED							
303 VELOCITY WAY	X		President				
FOSTER CITY CA 9/1/0/							

Signatures

/s/ FRED

ROSENZWEIG 08/28/2009

**Signature of Reporting Date
Person

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).

This is a performance-based award. The vesting of these options will be determined based on the price of the issuer's common stock, as measured by the average per-share closing price over a period of 20 consecutive trading days (the "average stock price"), attaining

specified levels of appreciation over the per-share closing stock price on the date of grant, or \$10.77 (the "grant date stock price"),

(1) according to the following schedule: 25% of these options will vest when the average stock price equals or exceeds \$16.16 (150% of the grant date stock price); 25% of these options will vest when the average stock price equals or exceeds \$18.85 (175% of the grant date stock price); 25% of these options will vest when the average stock price equals or exceeds \$21.54 (200% of the grant date stock price); and 25% of these options will vest when the average stock price equals or exceeds \$24.23 (225% of the grant date stock price).

Reporting Owners 2

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This is a performance-based award. The vesting of these options will be determined based on the issuer's annual return on equity percentage, on a non-GAAP basis, (the "Annual ROE Percentage"), as compared with the issuer's annual return on equity percentage for its 2008 fiscal year (the "2008 ROE Percentage") according to the following schedule: 20% of these options will vest when the Annual

- (2) ROE Percentage is equal to or greater than two percentage points more than the 2008 ROE Percentage; 20% of these options will vest when the Annual ROE Percentage is equal to or greater than four percentage points more than the 2008 ROE Percentage; 20% of these options will vest when the Annual ROE Percentage is equal to or greater than six percentage points more than the 2008 ROE Percentage; 20% of these options will vest when the Annual ROE Percentage is equal to or greater than eight percentage points more than the 2008 ROE Percentage; and (Continued in footnote 3)
- (3) 20% of these options will vest when the Annual ROE Percentage is equal to or greater than ten percentage points more than the 2008 ROE Percentage.
- (4) These options will vest and become exercisable with respect to 25% of the award on the first anniversary of the date of grant and thereafter with respect to an additional 2.5% of the award each month, with full vesting in 42 months.
- (5) Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.
- (6) The restricted stock unit award will vest with respect to one-third of the award on the first, second and third anniversaries of the date of grant.

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.