

Ritchie John
Form 4
March 04, 2010

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
303 VELOCITY WAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

FOSTER CITY, CA 94404

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 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)	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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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative 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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit (RSU)	<u>(1)</u>	03/02/2010	A	7,667					<u>(2)</u>	03/10/2011	Common Stock	7,667
Restricted Stock Unit (RSU)	<u>(1)</u>	03/02/2010	A	11,500					<u>(3)</u>	03/10/2011	Common Stock	11,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ritchie John 303 VELOCITY WAY FOSTER CITY, CA 94404			Chief Financial Officer	

Signatures

/s/ Justyna Rostocka, Attorney-in-Fact for John Ritchie	03/04/2010
**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).
- (1) Each restricted stock unit represents a contingent right to receive on vesting one share of company's common stock.
- This is a performance-based award granted in execution of the EFI 2010 Executive Team Performance Bonus Program. The vesting of this restricted stock unit award will be determined based on the issuer's 2010 revenue target achievement, subject to the issuer achieving a minimum threshold for 2010 non-GAAP income (the "Minimum Threshold"). This award will vest in full or on pro-rata basis, if and as applicable, upon the review of the issuer's performance by the Compensation Committee of the Board of Directors of the issuer and confirmation that the vesting conditions set forth herein have been satisfied (the "Determination Date"), on the later of (1) the first anniversary of the grant date or (2) the Determination Date, subject to Mr. Ritchie's continued employment with the issuer through the vesting date; provided, however, that in no event will the vesting date occur later than March 10, 2011.
- (2) This is a performance-based award granted in execution of the EFI 2010 Executive Team Performance Bonus Program. The vesting of this restricted stock unit award will be determined based on the issuer's 2010 non-GAAP income target achievement, subject also to the issuer achieving the Minimum Threshold. This award will vest in full or on pro-rata basis, if and as applicable, upon the review of the issuer's performance by the Compensation Committee of the Board of Directors of the issuer and confirmation that the vesting conditions set forth herein have been satisfied, on the later of (1) the first anniversary of the grant date or (2) the Determination Date, subject to Mr. Ritchie's continued employment with the issuer through the vesting date; provided, however, that in no event will the vesting date occur later than March 10, 2011.
- (3) This is a performance-based award granted in execution of the EFI 2010 Executive Team Performance Bonus Program. The vesting of this restricted stock unit award will be determined based on the issuer's 2010 non-GAAP income target achievement, subject also to the issuer achieving the Minimum Threshold. This award will vest in full or on pro-rata basis, if and as applicable, upon the review of the issuer's performance by the Compensation Committee of the Board of Directors of the issuer and confirmation that the vesting conditions set forth herein have been satisfied, on the later of (1) the first anniversary of the grant date or (2) the Determination Date, subject to Mr. Ritchie's continued employment with the issuer through the vesting date; provided, however, that in no event will the vesting date occur later than March 10, 2011.

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.