

ROSENZWEIG FRED
Form 4
February 11, 2011

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 *
ROSENZWEIG FRED

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)
02/09/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
President

FOSTER CITY, CA 94404

(City) (State) (Zip)

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

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 Indirect Beneficial 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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(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)	(1)	02/09/2011	A	13,444					(2)	03/10/2012	Common Stock	13,444
Restricted Stock Unit (RSU)	(1)	02/09/2011	A	20,167					(3)	03/10/2012	Common Stock	20,167

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSENZWEIG FRED 303 VELOCITY WAY FOSTER CITY, CA 94404	X		President	

Signatures

/s/ Fred
Rosenzweig 02/11/2011
 **Signature of Date
 Reporting 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).
- (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 2011 Executive Team Performance Bonus Program. The vesting of this restricted stock unit award will be determined based on the issuer's 2011 revenue target achievement, subject to the issuer achieving a minimum threshold for 2011 non-GAAP operating income (the "Minimum Threshold"). This award will vest in full or on pro-rata basis,
- (2) 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 applicable performance requirements 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. Rosenzweig'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, 2012.
 This is a performance-based award granted in execution of the EFI 2011 Executive Team Performance Bonus Program. The vesting of this restricted stock unit award will be determined based on the issuer's 2011 non-GAAP operating 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
- (3) of the issuer's performance by the Compensation Committee of the Board of Directors of the issuer and confirmation that the applicable performance requirements have been satisfied, on the later of (1) the first anniversary of the grant date or (2) the Determination Date, subject to Mr. Rosenzweig'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, 2012.

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.