

ROSENZWEIG FRED
Form 4
March 04, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
03/02/2011

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

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount or Price (A) or (D)				
Common Stock	03/02/2011		M		16,604	A	Ⓛ	180,438	D
Common Stock	03/02/2011		F		6,090 (2)	D	\$	174,348	D
Common Stock	03/02/2011		M		24,905	A	Ⓛ	199,253	D
Common Stock	03/02/2011		F		9,135 (2)	D	\$	190,118	D

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 (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
Restricted Stock Unit (RSU)	(3)	03/02/2011		M	16,604	(4)	03/10/2011	Common Stock	16,604
Restricted Stock Unit (RSU)	(3)	03/02/2011		M	24,905	(5)	03/10/2011	Common Stock	24,905

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 03/04/2011
**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) Upon vesting, each restricted stock unit was converted into one share of common stock.
- (2) Represents shares of common stock withheld for tax purposes upon the vesting of restricted stock units. This transaction is exempt under Rule 16b-3(e).
- (3) Each restricted stock unit represents a contingent right to receive on vesting one share of company's common stock.

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- This is a performance-based award granted on March 2, 2010. The vesting of this restricted stock unit award was determined based on the
- (4) issuer's 2010 revenue target achievement and the issuer achieving a minimum threshold for 2010 non-GAAP income (the "Minimum Threshold").
 - (5) This is a performance-based award granted on March 2, 2010. The vesting of this restricted stock unit award was determined based on the issuer's 2010 non-GAAP income target achievement, including the issuer achieving the Minimum Threshold.

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.