

ELECTRONICS FOR IMAGING INC
 Form 4
 January 17, 2014

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 *
 OLIN MARC D

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)
 6750 DUMBARTON CIRCLE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/16/2014

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

FREMONT, CA 94555
 (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 (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)	(1)	01/16/2014	A	12,909					(2)	(2)	Common Stock	12,909
Restricted Stock Unit (RSU)	(1)	01/16/2014	A	7,745					(3)	(3)	Common Stock	7,745
Restricted Stock Unit (RSU)	(1)	01/16/2014	A	7,745					(4)	01/16/2017	Common Stock	7,745

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OLIN MARC D 6750 DUMBARTON CIRCLE FREMONT, CA 94555			Chief Operating Officer	

Signatures

/S/ MARC D.
OLIN

01/17/2014

**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 the Electronics for Imaging, Inc. (the "Company") common stock.

(2) This is a performance-based award. The award will vest in the event that the Company achieves at least \$1 billion in revenue and \$2.50 in non-GAAP earnings per share over any four consecutive quarters on or before December 31, 2016, subject to Mr. Olin's continued employment with the Company through the vesting date.

(3) This is a performance-based award. This award will vest based on the average of the per-share closing prices of the Company's common stock over a period of 90 consecutive trading days. One-third of the award will vest on the date such average of the closing prices equals or exceeds \$46; one-third of the award will vest on the date such average of the closing prices equals or exceeds \$53; and one-third of the award will vest on the date such average of the closing prices equals or exceeds \$60, in each case subject to Mr. Olin's continued employment with the Company through that date.

(4) This restricted stock unit award will vest with respect to one-third of the award on each of January 16, 2015, January 16, 2016 and January 16, 2017, subject to Mr. Olin's continued employment with the Company through the applicable vesting date.

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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