

ELECTRONICS FOR IMAGING INC
 Form 4
 January 28, 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)
01/24/2014

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

FREMONT, CA 94555

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					47,060	D	
Common Stock	01/24/2014		M		4,035	A	11
Common Stock	01/24/2014		F		1,479 (2)	D	\$ 40.16
					49,616	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit (RSU)	(3)	01/24/2014		M		4,035	(4) 05/18/2015	Common Stock	4,035
RSU	(3)	01/24/2014		M		3,256	(5) (6)	Common Stock	3,256
RSU	(3)	01/24/2014		M		3,390	(7) (6)	Common Stock	3,390

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 01/28/2014

**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) Upon vesting, each restricted stock unit was converted into one share of Electronics For Imaging, Inc. (the "Company") common stock.
 - (2) Represents shares of common stock withheld by the issuer for tax purposes upon vesting of the restricted stock units. This transaction is exempt under Rule 16b-3(e).
 - (3) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
 - (4) This is a performance-based award granted on May 18, 2012. One-third of this RSU award vested on August 15, 2013, based on the Company's achievement of the target revenue and non-GAAP operating income for the applicable performance period. One-third of the award vested on January 24, 2014, based on the Company's achievement of the target revenue and non-GAAP operating income growth for the applicable performance period. The remaining one-third of the award will vest if the Company achieves the target the target

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revenue and non-GAAP operating income over four consecutive quarters by the end of the second fiscal quarter of 2015. In each case, vesting of the award is subject to the reporting person's continued employment with the Company through the applicable vesting date.

(5) This is a performance-based award granted on January 24, 2014. This RSU award will vest on the later of January 24, 2015 or the date on which the Compensation Committee of the Company's Board of Directors calculates, reviews and approves the Company's performance for the year ending December 31, 2014, if the Company achieves the target revenue for the year ending December 31, 2014. Vesting of the award is subject to the reporting person's continued employment with the Company through the vesting date.

(6) This award will expire on the later of January 24, 2015 or the date on which the Compensation Committee of the Company's Board of Directors calculates, reviews and approves the Company's performance for the year ending December 31, 2014.

(7) This is a performance-based award granted on January 24, 2014. This RSU award will vest on the later of January 24, 2015 or the date on which the Compensation Committee of the Company's Board of Directors calculates, reviews and approves the Company's performance for the year ending December 31, 2014, if the Company achieves the non-GAAP operating income target for the year ending December 31, 2014. Vesting of the award is subject to the reporting person's continued employment with the Company through the 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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