

ELECTRONICS FOR IMAGING INC
 Form 4
 August 18, 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)
 08/15/2014

____ 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	08/15/2014		M		5,250 A \$ 56,540	D	
Common Stock	08/15/2014		F		1,981 (2) D \$ 43.26 54,559	D	
Common Stock	08/15/2014		M		5,928 A \$ 60,487	D	
Common Stock	08/15/2014		F		2,851 (2) D \$ 43.26 57,636	D	
Common Stock	08/15/2014		M		2,522 A \$ 60,158	D	

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Common Stock 08/15/2014 F 845 ⁽²⁾ D \$ 43.26 59,313 D

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

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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 Units ("RSUs")	⁽³⁾	08/15/2014		D	5,250	⁽⁴⁾ ⁽⁴⁾	Common Stock 5,250
RSUs	⁽³⁾	08/15/2014		D	5,928	⁽⁵⁾ 08/15/2014	Common Stock 5,928
RSUs	⁽³⁾	08/15/2014		D	2,522	⁽⁶⁾ 08/15/2016	Common Stock 2,522
RSUs	⁽³⁾	08/15/2014		A	5,823	⁽⁷⁾ 08/15/2017	Common Stock 5,823
RSUs	⁽³⁾	08/15/2014		A	11,648	⁽⁸⁾ ⁽⁶⁾	Common Stock 11,648

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 Olin 08/18/2014

**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 Company 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.

This is a performance-based award granted on August 7, 2013 with vesting contingent upon the achievement of specified revenue and non-GAAP operating income targets over a period of four consecutive quarters ending no later than the Company's fourth fiscal quarter of 2014, second fiscal quarter of 2016 and second fiscal quarter of 2017. In each case, vesting of the award is subject to the reporting person's continued employment with the Company through the applicable vesting date. One third of this RSU award vested on August 15, 2014 based on the Company's achievement of the target revenue and non-GAAP operating income growth levels for the applicable performance period.

(4) This restricted stock unit award was awarded on August 15, 2011 and vested with respect to one-third of the award on each of August 15, 2012, August 15, 2013 and August 15, 2014, subject to the reporting person's continued employment with the Company through the applicable vesting date.

(5) This restricted stock unit award was awarded on August 15, 2013 and is scheduled to vest with respect to one-third of the award on each of August 15, 2014, August 15, 2015 and August 15, 2016, subject to the reporting person's continued employment with the Company through the applicable vesting date.

(6) This restricted stock unit award will vest with respect to one-third of the award on each of August 15, 2015, August 15, 2016 and August 15, 2017, subject to the reporting person's continued employment with the Company through the applicable vesting date.

(7) This is a performance-based award. The award will vest with respect to one-third of the award upon achievement of specified revenue and non-GAAP operating income targets over a period of four consecutive quarters ending no later than the Company's fourth fiscal quarter of 2014, fourth fiscal quarter of 2016 and fourth fiscal quarter of 2017, respectively. In each case, vesting of the award is subject to the reporting person's continued employment with the Company through the applicable vesting date. In the event the performance targets are not achieved for the applicable performance period, the award tranche related to that period will not vest.

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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