

GECHT GUY
Form 4
January 29, 2013

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 *
GECHT GUY

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)
01/25/2013

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

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 (1)	(D)	Price (2)
Common Stock	01/25/2013		S		7,083 (1)	D	\$ 21.583 (2)
Common Stock	01/25/2013		S		88,245 (1)	D	\$ 22.7181 (3)
Common Stock	01/25/2013		S		26,272 (1)	D	\$ 23.0346 (4)
Common Stock	01/25/2013		M		84,412 (5)	A	\$ 10.77
	01/25/2013		F			D	\$ 22.61
							267,244
							227,036

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Common Stock				40,208 (6)			
Common Stock	01/25/2013	F		16,817 (7)	D	\$ 22.61	210,219 D
Common Stock	01/25/2013	M		3,885 (5)	A	\$ 10.77	214,104 D
Common Stock	01/25/2013	F		1,850 (6)	D	\$ 22.61	212,254 D
Common Stock	01/25/2013	F		1,057 (7)	D	\$ 22.61	211,197 D
Common Stock	01/25/2013	M		87,413 (5)	A	\$ 10.77	298,610 D
Common Stock	01/25/2013	F		41,638 (6)	D	\$ 22.61	256,972 D
Common Stock	01/25/2013	F		23,885 (7)	D	\$ 22.61	233,087 D
Common Stock	01/28/2013	S		1,168 (1)	D	\$ 23	231,919 D
Common Stock	01/28/2013	S		50,255 (1)	D	\$ 22.6609 (8)	181,664 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 (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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 10.77	01/25/2013		M	84,412 (9)	(10) 08/28/2016	Common Stock	84,412

Stock Option (Right to Buy)	\$ 10.77	01/25/2013	M	3,885 (9)	(11)(12)	08/28/2016	Common Stock	3,885
Stock Option (Right to Buy)	\$ 10.77	01/25/2013	M	87,413 (9)	(13)(14)	08/28/2016	Common Stock	87,413

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GECHT GUY 303 VELOCITY WAY FOSTER CITY, CA 94404		X	Chief Executive Officer	

Signatures

/s/ Guy Gecht 01/29/2013
 **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) This sale of shares was effected pursuant to a Rule 10b5-1 plan entered by the reporting person in February 2012 (the "10b5-1 Plan").
 This transaction was executed in multiple trades ranging from \$21.00 to \$21.99. The price reported above reflect the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.
- (2) This transaction was executed in multiple trades ranging from \$22.00 to \$22.99. The price reported above reflect the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.
- (3) This transaction was executed in multiple trades ranging from \$23.00 to \$23.24. The price reported above reflect the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.
- (4) These shares of common stock were issued upon exercise of stock options granted to the reporting person in August 2009. The exercise of these stock options was effected pursuant to the 10b5-1 Plan.
- (5) Represents shares of common stock withheld by the issuer in payment by the reporting person of the exercise price. This transaction is exempt under Rule 16b-3(e).
- (6) Represents shares of common stock withheld by the issuer for tax purposes upon the exercise of stock options by the reporting person. This transaction is exempt under Rule 16b-3(e).
- (7) This transaction was executed in multiple trades ranging from \$22.42 to \$23.00. The price reported above reflect the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.
- (8) The exercise of these stock options was effected pursuant to the 10b5-1 Plan.
- (9) This stock option award was granted on August 28, 2009 and was scheduled to vest and became exercisable with respect to 25% of the award on the first anniversary of the date of grant and thereafter with respect to an additional 2.5% of the award each month, with full

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vesting in 42 months.

This is a performance-based award granted on August 28, 2009. The vesting of these options is subject to the issuer's annual return on equity percentage, on a non-GAAP basis, (the "Annual ROE Percentage"), as compared with the issuer's annual return on equity percentage for its 2008 fiscal year (the "2008 ROE Percentage") according to the following schedule: 20% of these options were scheduled to vest when the Annual ROE Percentage is equal to or greater than two percentage points more than the 2008 ROE Percentage; 20% of these options will vest when the Annual ROE Percentage is equal to or greater than four percentage points more than the 2008 ROE Percentage; 20% of these options will vest when the Annual ROE Percentage is equal to or greater than six percentage points more than the 2008 ROE Percentage; [continued on footnote 12]

- (11)
- (12) 20% of these options will vest when the Annual ROE Percentage is equal to or greater than eight percentage points more than the 2008 ROE Percentage; and 20% of these options will vest when the Annual ROE Percentage is equal to or greater than ten percentage points more than the 2008 ROE Percentage. The first 20% tranche or 3,885 of these stock options vested and became exercisable on February 9, 2012.

This is a performance-based award granted on August 28, 2009. The vesting of these options is subject to the price of the issuer's common stock, as measured by the average per-share closing price over a period of 20 consecutive trading days (the "average stock price"), attaining specified levels of appreciation over the per-share closing stock price on the date of grant, or \$10.77 (the "grant date stock price"), according to the following schedule: 25% of these options were scheduled to vest when the average stock price equals or exceeds \$16.16 (150% of the grant date stock price); 25% of these options were scheduled to vest when the average stock price equals or exceeds \$18.85 (175% of the grant date stock price); [continued on footnote 14]

- (13)
- (14) 25% of these options will vest when the average stock price equals or exceeds \$21.54 (200% of the grant date stock price); and 25% of these options will vest when the average stock price equals or exceeds \$24.23 (225% of the grant date stock price). 43,707 of these stock options vested and became exercisable on April 27, 2011. 43,706 of these stock options vested and became exercisable on January 14, 2013.

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.