

Roesch Martin F
Form 4
March 07, 2012

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 *
Roesch Martin F

2. Issuer Name and Ticker or Trading Symbol
SOURCEFIRE INC [FIRE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O SOURCEFIRE, INC., 9770
PATUXENT WOODS DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
03/05/2012

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

(Street)
COLUMBIA, MD 21046

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 <u>(1)</u> | 03/05/2012 | | A | | 3,750 <u>(2)</u> A \$ 0 535,024 | D | |
| Common Stock <u>(1)</u> | 03/05/2012 | | A | | 11,250 <u>(3)</u> A \$ 0 546,274 | D | |
| Common Stock | | | | | 273,599 | I | By GRAT <u>(4)</u> |

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

SEC 1474 (9-02)

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Roesch Martin F C/O SOURCEFIRE, INC. 9770 PATUXENT WOODS DRIVE COLUMBIA, MD 21046 | X | | Chief Technology Officer | |

Signatures

/s/ Brian F. Leaf,
Attorney-in-fact
03/07/2012

**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) This security represents restricted stock units granted to the reporting person. Each restricted stock unit represents a contingent right to receive one share of common stock of the issuer.
 - (2) The shares underlying these restricted stock units vest in four equal annual installments beginning on March 5, 2013, subject to the reporting person's continuous service with the issuer as of the vesting date.

The shares underlying these restricted stock units are eligible for vesting in four equal annual installments beginning on March 5, 2013, the first anniversary of the grant date. Subject to the reporting person's continuous service with the issuer as of such date, the number of shares eligible for vesting on each vesting date will vest based upon the issuer's meeting or exceeding specified annual financial objectives set by the issuer's compensation committee for such year. In the event the financial objectives for a particular year are not achieved, then the shares that otherwise would have vested on such vesting date will vest on March 5, 2017, the fifth anniversary of the grant date, subject to the reporting person's continuous service with the issuer on such date.
 - (3) Shares are held by The Martin F. Roesch 2010 Grantor Retained Annuity Trust, of which the reporting person is the trustee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Edgar Filing: Roesch Martin F - Form 4

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.