

SOURCEFIRE INC
Form 4
April 08, 2008

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 *
Jackson E Wayne

(Last) (First) (Middle)

C/O SOURCEFIRE, INC., 9770
PATUXENT WOODS DRIVE

(Street)

COLUMBIA, MD 21046

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/04/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	04/04/2008 ⁽¹⁾		A	(A) Amount 17,310 ⁽²⁾	\$ 0 218,739 ⁽³⁾	D	
Common Stock	04/04/2008 ⁽¹⁾		A	(A) Amount 34,621 ⁽⁴⁾	\$ 0 253,360	D	
Common Stock					2,570	I	By family trust ⁽⁵⁾
Common Stock					2,570	I	By family trust ⁽⁶⁾
Common Stock					2,570	I	By family trust ⁽⁷⁾

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Common Stock	2,570	I	By family trust ⁽⁸⁾
Common Stock	504,511	I	By grantor retained annuity trust ⁽⁹⁾

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. 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 (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 Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jackson E Wayne C/O SOURCEFIRE, INC. 9770 PATUXENT WOODS DRIVE COLUMBIA, MD 21046	X		Chief Executive Officer	

Signatures

/s/ Todd P. Headley,
attorney-in-fact

04/08/2008

**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 grant was approved by the issuer's board of directors on February 26, 2008, subject to the officer's execution of a restricted stock award agreement and the payment of a purchase price equal to \$0.001 per share, which occurred on April 4, 2008.
- (2) The shares underlying this restricted stock award will vest in three equal annual installments beginning on February 26, 2009, subject to the officer's continuous service with the issuer as of the vesting date.
- (3) Includes 439 shares acquired under the issuer's employee stock purchase plan on February 14, 2008.

The shares underlying this restricted stock award are eligible for vesting in four equal annual installments beginning on February 26, 2009, the anniversary of February 26, 2008 (the "Vesting Commencement Date"). Subject to the officer's continuous service with the issuer as of such date, the number of shares eligible for vesting on each vesting date will vest upon the issuer's meeting or exceeding certain 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, the shares that otherwise would have vested at the end of such year will vest on February 26, 2013, the fifth anniversary of the Vesting Commencement Date, subject to the officer's continuous service with the issuer as of such date. The reporting person has also entered into a transition agreement with the issuer under which he may be entitled to accelerated vesting upon the occurrence of certain events.

- (4) Shares are held by the Audrey Louise Jackson Irrevocable Trust UAD 12-22-00, E. Wayne Jackson, Jr., Trustee, a trust for the benefit of the reporting person's daughter. The reporting person disclaims beneficial ownership of the shares held by the trust, and this report should not be deemed an admission that the reporting person is the beneficial owner of the shares held by the trust for purposes of Section 16 or for any other purpose.

- (5) Shares are held by the Nicholas Wayne Jackson Irrevocable Trust UAD 12-22-00, E. Wayne Jackson, Jr., Trustee, a trust for the benefit of the reporting person's son. The reporting person disclaims beneficial ownership of the shares held by the trust, and this report should not be deemed an admission that the reporting person is the beneficial owner of the shares held by the trust for purposes of Section 16 or for any other purpose.

- (6) Shares are held by the Adam Wayne Jackson Irrevocable Trust UAD 12-22-00, E. Wayne Jackson, Jr., Trustee, a trust for the benefit of the reporting person's son. The reporting person disclaims beneficial ownership of the shares held by the trust, and this report should not be deemed an admission that the reporting person is the beneficial owner of the shares held by the trust for purposes of Section 16 or for any other purpose.

- (7) Shares are held by the Lindsay Claire Jackson Irrevocable Trust UAD 11-13-06, E. Wayne Jackson, Jr., Trustee, a trust for the benefit of the reporting person's daughter. The reporting person disclaims beneficial ownership of the shares held by the trust, and this report should not be deemed an admission that the reporting person is the beneficial owner of the shares held by the trust for purposes of Section 16 or for any other purpose.

- (8) Shares are held of record by the E. Wayne Jackson III "Sourcefire, Inc." GRAT (the "GRAT"). The reporting person has voting and investment control with respect to the shares held by the GRAT.

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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