

Becker John
Form 4
May 08, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
Becker John

(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)
05/06/2013

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)
			Code	V	Amount (D) Price		
Common Stock ⁽¹⁾	05/06/2013		A		70,000 ⁽²⁾ \$ 0	D	
Common Stock ⁽¹⁾	05/06/2013		A		60,000 ⁽³⁾ \$ 0	D	

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

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(9-02)

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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
Stock Option (right to buy)	\$ 54.44	05/06/2013		A	46,666	(4) 05/05/2020	Common Stock 46,666
Stock Option (right to buy)	\$ 54.44	05/06/2013		A	46,667	(5) 05/05/2020	Common Stock 46,667
Stock Option (right to buy)	\$ 54.44	05/06/2013		A	46,667	(6) 05/05/2020	Common Stock 46,667
Stock Option (right to buy)	\$ 54.44	05/06/2013		A	130,000	(7) 05/05/2020	Common Stock 130,000

Reporting Owners

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

Signatures

/s/ Brian F. Leaf,
Attorney-in-fact

05/08/2013

__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)

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The 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 are eligible for vesting in four equal annual installments beginning on May 6, 2014, 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 May 6, 2018, the fifth anniversary of the grant date, subject to the reporting person's continuous service with the issuer on such date.
- (3) The shares underlying these restricted stock units vest in four equal annual installments beginning on May 6, 2014, the first anniversary of the date of grant, subject to the reporting person's continuous service with the issuer as of the applicable vesting date.
- (4) The vesting commencement date will be any date on which the trading price of the issuer's common stock has been equal to or exceeded \$60.00 per share for 10 consecutive trading days. This option will then vest over a period of four years, with 25% of the shares underlying the option vesting on the first anniversary of the vesting commencement date, and the remainder vesting in 12 equal quarterly installments thereafter, subject to the reporting person's continuous service with the issuer as of the applicable vesting date.
- (5) The vesting commencement date will be any date on which the trading price of the issuer's common stock has been equal to or exceeded \$65.00 per share for 10 consecutive trading days. This option will then vest over a period of four years, with 25% of the shares underlying the option vesting on the first anniversary of the vesting commencement date, and the remainder vesting in 12 equal quarterly installments thereafter, subject to the reporting person's continuous service with the issuer as of the applicable vesting date.
- (6) The vesting commencement date will be any date on which the trading price of the issuer's common stock has been equal to or exceeded \$70.00 per share for 10 consecutive trading days. This option will then vest over a period of four years, with 25% of the shares underlying the option vesting on the first anniversary of the vesting commencement date, and the remainder vesting in 12 equal quarterly installments thereafter, subject to the reporting person's continuous service with the issuer as of the applicable vesting date.
- (7) This option vests over a period of four years, with 25% of the shares underlying the option vesting on May 6, 2014, the first anniversary of the date of grant, and the remainder vesting in 12 equal quarterly installments thereafter, subject to the reporting person's continuous service with the issuer as of the applicable 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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