

INFORMATICA CORP

Form 4

February 04, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
McGee John T

(Last) (First) (Middle)

2100 SEAPORT BOULEVARD

(Street)

REDWOOD CITY, CA 94063

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
INFORMATICA CORP [INFA]

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP, Worldwide Field Operation

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	01/31/2014		J	523 ⁽¹⁾ A	\$ 40.36	46,217	D
Common Stock	02/01/2014		M	4,790 ⁽²⁾ A	\$ 39.31	51,007	D
Common Stock	02/03/2014		A	9,000 ⁽³⁾ A	\$ 38.25	60,007 ⁽⁴⁾	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**

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 Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance-based restricted stock unit	\$ 39.31	02/01/2014		M			5,000	(5)	(5)	Common Stock
Non-qualified stock option (right to buy)	\$ 38.25	02/03/2014		A		61,000		(6)	02/01/2021	Common Stock
Performance-based restricted stock unit	(7)	02/03/2014		A		9,000		(8)	(8)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McGee John T 2100 SEAPORT BOULEVARD REDWOOD CITY, CA 94063			EVP, Worldwide Field Operation	

Signatures

/s/Edwin White Attorney in fact for John T.
McGee

02/04/2014

____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) Shares acquired pursuant to the Employee Stock Purchase Plan of Informatica Corporation.

These shares represent the difference between the restricted stock units which vested upon achievement of certain performance criteria and the restricted stock units withheld by the Company as required for related tax liability in connection with the vesting of restricted stock units granted in prior years. The payment of these vested restricted stock units has been deferred by the holder until the date of the cessation of his employment with the company.

These securities are restricted stock units. Each unit represents the reporting persons right to receive one share of common stock. These restricted stock units shall vest at the rate of 1/4 of the shares subject to such restricted stock units as of the first anniversary of the vesting commencement date and 1/4 of the shares subject to such restricted stock units as of each of the subsequent anniversaries of the Vesting Commencement Date thereafter, assuming continued service with the company on each vesting date. For the purposes of the restricted stock unit grants the Vesting Commencement Date is February 1, 2014.

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- (4) Certain of these securities are restricted stock units. Each unit represents the Reporting Person's right to receive one share of Common Stock, subject to the applicable vesting schedule.

This performance-based restricted stock unit ("PSRU") award is eligible to vest as follows: (1) 75% of the award is eligible to vest upon achievement of certain performance criteria based on total revenues, and (2) 25% of the award is eligible to vest upon achievement of certain performance criteria based on non-GAAP operating income. The actual PRSU award earned will vest as to 1/4th of the shares on each anniversary of the original grant date. The number of shares reflected is at the 100% award amount. No PRSUs will be earned below the minimum threshold of performance. At or above the minimum threshold, the actual number of shares may range from 50% to 125% of the 100% award amount.

- (5) Each anniversary of the original grant date. The number of shares reflected is at the 100% award amount. No PRSUs will be earned below the minimum threshold of performance. At or above the minimum threshold, the actual number of shares may range from 50% to 125% of the 100% award amount.
- (6) These options are exercisable at the rate of 1/48th of the shares subject to such options on each monthly anniversary of the vesting commencement date. Such options have a term of seven years from the date of grant.
- (7) Each restricted stock unit represents a contingent right to receive one share of Common Stock.

This performance-based restricted stock unit ("PSRU") award is eligible to vest as follows: (1) 60% of the award is eligible to vest upon achievement of certain performance criteria based on total revenues, and (2) 40% of the award is eligible to vest upon achievement of certain performance criteria based on non-GAAP operating income. The actual PRSU award earned will vest as to 1/4th of the shares on each anniversary of the original grant date. The number of shares reflected is at the target award amount. No PRSUs will be earned below the target level of performance. At or above the target level of performance, the actual number of shares may range from 70% to 125% of the target award amount.

- (8) Each anniversary of the original grant date. The number of shares reflected is at the target award amount. No PRSUs will be earned below the target level of performance. At or above the target level of performance, the actual number of shares may range from 70% to 125% of the target award amount.

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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