

INSULET CORP  
Form 4  
February 26, 2016

**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 \*  
Thomas Bradley A

(Last) (First) (Middle)

C/O INSULET  
CORPORATION, 600  
TECHNOLOGY PARK DRIVE,  
SUITE 200

(Street)

BILLERICA, MA 01821

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
INSULET CORP [PODD]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/24/2016

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 Human Resources

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/24/2016		A	10,253	A \$ 0	47,424 <sup>(1) (2)</sup> <sub>(3)</sub>	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  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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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)	Amount or Number of Shares
				Code	V	(A)	(D)	
Employee Stock Option (Right to Buy)	\$ 29.26	02/24/2016		A		27,985	(4) 02/24/2026	Common Stock 27,985
Employee Stock Option (Right to Buy)	\$ 29.26	02/24/2016		A		38,246	(5) 02/24/2026	Common Stock 38,246

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Thomas Bradley A C/O INSULET CORPORATION 600 TECHNOLOGY PARK DRIVE, SUITE 200 BILLERICA, MA 01821	EVP Human Resources

## Signatures

/s/ David Colleran,  
attorney-in-fact 02/26/2016

\_\_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) The 10,253 restricted stock units vest one-third of the total units on February 24, 2017, one-third of the total units on February 24, 2018 and one-third of the total units on February 24, 2019, subject to continued employment. Vested shares will be delivered to the reporting person as soon as practicable following a vesting date.
- (2) Includes 12,122 restricted stock units granted on December 1, 2014, which vest one-half of the total units on December 1, 2016 and one-half of the total units on December 1, 2017; 12,304 restricted stock units granted on March 2, 2015, which vest one-third of the total units on March 2, 2016, one-third of the total units on March 2, 2017 and one-third of the total units on March 2, 2018; and 6,813 performance share units granted on April 1, 2015, which vest one-third of the total performance share units on April 1, 2016, one-third of the total performance share units vest on April 1, 2017 and one-third of the total performance share units vest on April 1, 2018, subject to continued employment. Vested shares will be delivered to the reporting person as soon as practicable following a vesting date.

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- (3) Includes 569 shares acquired under the Insulet Corporation 2007 Employee Stock Purchase Plan on December 31, 2015.
- (4) This option is subject to a four-year vesting period with 25% of the total award vesting one year after the grant date and the remainder vesting in equal quarterly installments each quarter thereafter for 12 quarters, subject to continued employment.
- (5) This option is subject to a three-year vesting period with one-third of the total award vesting one year after the grant date and the remainder vesting in equal quarterly installments each quarter thereafter for 8 quarters, subject to continued employment.

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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