

INSULET CORP
Form 4
March 14, 2017

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 *
SOMMER REGINA O

(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)
03/13/2017

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)

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 Indirect Beneficial Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common Stock	03/13/2017		M			4,000	A	\$ 17.75	24,330 ⁽¹⁾	D
Common Stock	03/13/2017		M			4,000	A	\$ 20.9	28,330 ⁽¹⁾	D
Common Stock	03/13/2017		M			4,000	A	\$ 14.48	32,330 ⁽¹⁾	D
Common Stock	03/13/2017		M			18,480	A	\$ 7.06	50,810 ⁽¹⁾	D
	03/13/2017		M			9,520	A	\$ 18.75	60,330 ⁽¹⁾	D

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Common
Stock

Common Stock 03/13/2017 S 40,000 D \$ 45.0033 20,330 ⁽¹⁾ D
(2)

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.

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(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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 17.75	03/13/2017		M	4,000	⁽³⁾ 06/01/2022	Common Stock	4,000
Stock Option (Right to Buy)	\$ 20.9	03/13/2017		M	4,000	⁽⁴⁾ 05/12/2021	Common Stock	4,000
Stock Option (Right to Buy)	\$ 14.48	03/13/2017		M	4,000	⁽⁵⁾ 06/01/2020	Common Stock	4,000
Stock Option (Right to Buy)	\$ 7.06	03/13/2017		M	18,480	⁽⁵⁾ 07/30/2019	Common Stock	18,480
Stock Option (Right to Buy)	\$ 18.75	03/13/2017		M	9,520	⁽⁵⁾ 05/08/2018	Common Stock	9,520

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOMMER REGINA O C/O INSULET CORPORATION 600 TECHNOLOGY PARK DRIVE, SUITE 200 BILLERICA, MA 01821	X			

Signatures

/s/ David Colleran,
attorney-in-fact
03/14/2017

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) Includes 1,000 restricted stock units granted on June 2, 2014, which vest on April 30, 2017; 2,020 restricted stock units granted on May 13, 2015, which vest 50% of the total units on April 30, 2017 and 50% of the total units on April 30, 2018; and 3,810 restricted stock units granted on May 11, 2016, which vest on April 30, 2017, subject to continued service as a director or consultant. Vested shares will be delivered to the reporting person as soon as practicable following a vesting date.
 - (2) The price reported represents the weighted average sale price of the shares sold. The shares were sold at varying prices in the range of \$44.91 to \$45.175. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities Exchange Commission, the Issuer or a security holder of the Issuer, to provide full informaiton regarding the number of shares sold at each separate price.
 - (3) This option is subject to a three-year vesting period with 50% of the total award vesting on April 30, 2013, 25% of the total award vesting on April 30, 2014 and 25% of the total award vesting on April 30, 2015, subject to continued service as a director or consultant.
 - (4) This option is subject to a three-year vesting period with 50% of the total award vesting on April 30, 2012, 25% of the total award vesting on April 30, 2013 and 25% of the total award vesting on April 30, 2014, subject to continued service as a director or consultant.
 - (5) This option is subject to a three-year vesting period with 50% of the total award vesting on the first anniversary of the date of grant and 25% on each of the second and third anniversaries of the date of grant, subject to continued service as a director or consultant.

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