Lloyd Stephen Form 4 October 15, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *_ Lloyd Stephen			2. Issuer Name and Ticker or Trading Symbol InvenSense Inc [INVN]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(Last) (First) (M		3. Date of Earliest Transaction	(Check all applicable)			
1197 BORREGAS AVENUE		UE	(Month/Day/Year) 10/08/2012	Director 10% Owner Officer (give title Other (specify below) Vice President			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
SUNNYVALE, CA 94089			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit our Dispos (Instr. 3, 4	ed of (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	10/08/2012		M	10,000	A	\$ 1.02	15,000	D	
Common Stock	10/08/2012		S <u>(1)</u>	10,000	D	\$ 11.793	5,000	D	

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

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SEC 1474

(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. Transactic Code (Instr. 8)	de Securities		ve Expiration Date es (Month/Day/Year) d (A) osed of		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 1 3 (
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 1.02	10/08/2012		M		10,000	(2)	12/09/2018	Common Stock	10,000	

Reporting Owners

Lloyd

Reporting Owner Name / Address	Relationships							
• 0	Director	10% Owner	Officer	Other				
Lloyd Stephen 1197 BORREGAS AVENUE SUNNYVALE, CA 94089			Vice President					
Signatures								
/s/ Jim Callas, attorney in fact for	r Stephen		10/12/2012					

**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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 Sales Plan adopted by the reporting person on March 8, 2012.
- (2) 232,250 shares subject to the option are currently vested. 25% of the award (300,000) subject to the option vested one year following the vesting commencement date of December 10, 2008, with monthly vesting thereafter at the rate of 1/48th per month.

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.

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