Edgar Filing: InvenSense Inc - Form 4

Form 4	2								
May 23, 2013	Л							OMB A	PPROVAL
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). UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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							N OMB Number:	Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response 0.5	
							Estimated burden hou response		
(Print or Type Res	sponses)								
1. Name and Address of Reporting Person <u>*</u> KROCK ALAN			2. Issuer Name and Ticker or Trading Symbol InvenSense Inc [INVN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 1197 BORREGAS AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 05/15/2013			Director 10% Owner X Officer (give title Other (specify below) below) Chief Financial Officer			
(Street) SUNNYVALE, CA 94089			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)	(State)	(Zip)	Tal	la T. Nam	Danimating	S	Person	of ou Dou officio	lle: Origina d
1.Title of 2.	Transaction Date		ed Date, if	3. Transactio Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3, Amount	ties (A) or of (D)	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
Reminder: Report	t on a separate line	for each cl	ass of sec	urities bene	Perso infor requi	ons who re nation con red to resp ays a curre	or indirectly. spond to the colle tained in this form ond unless the for ntly valid OMB co	n are not rm	SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of				(
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit (RSU)	\$ 0 <u>(1)</u>	05/15/2013		А	17,500		(2)	(2)	Common Stock	17,500

Reporting Owners

Reporting Owner Name / Address	Relationships							
i O	Director	10% Owner	Officer	Other				
KROCK ALAN 1197 BORREGAS AVENUE SUNNYVALE, CA 94089			Chief Financial Officer					

Signatures

/s/ Alan Krock 05/23/2013 <u>**</u>Signature of Date Reporting Person

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) Each Restricted Stock Unit ("RSU") represents a contingent right to receive at settlement one share of Invensense common stock at no cost.

Subject to the Reporting Person's continuing employment and the provisions in the Invensense's standard form of RSU award agreement,(2) the shares will commence vesting as of the Grant Date and vest at a rate of 25% annually. Shares will be delivered to the reporting person on each vest date.

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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