InvenSense Inc Form 4 January 27, 2014

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

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**OMB APPROVAL** 

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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(b).

may continue.

See Instruction

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Abdi Behrooz L. Issuer Symbol InvenSense Inc [INVN] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify 1197 BORREGAS AVENUE 01/24/2014 below) CEO and President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting SUNNYVALE, CA 94089 Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) Owned Indirect (I) Ownership (Instr. 8) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price 3,473 Common 01/24/2014 F D 356,681 D (1) 19.58 Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

#### Edgar Filing: InvenSense Inc - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) | 5.<br>orNumber<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed |             | ate        | 7. Titl<br>Amou<br>Under<br>Securi<br>(Instr. | int of<br>lying        | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Owne<br>Follo<br>Repo<br>Trans |
|---|---|---|---------------------------------------|--|-------------|------------|---|------------------------|---|---|
|   |   |   |                                       | of (D)<br>(Instr. 3,<br>4, and 5)  |             |            |   |                        |   | (Instr  |
|   |   |   |                                       | 4, and 3)  | Date        | Expiration |   | Amount                 |   |   |
|   |   |   | Code V                                | (A) (D)  | Exercisable | Date       | Title   | Number<br>of<br>Shares |   |   |

# **Reporting Owners**

| Reporting Owner Name / Address                                 | Relationships |           |                   |       |  |  |  |
|--|---------------|-----------|-------------------|-------|--|--|--|
| Reporting Owner Name / Address                                 | Director      | 10% Owner | Officer           | Other |  |  |  |
| Abdi Behrooz L.<br>1197 BORREGAS AVENUE<br>SUNNYVALE, CA 94089 | X             |           | CEO and President |       |  |  |  |

# **Signatures**

a currently valid OMB number.

/s/ Jim Callas, attorney in fact for Behrooz L.
Abdi 01/27/2014

\*\*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) Payment of tax liability through withholding of shares in connection with the vesting of a security issued in accordance with Rule 16b-3. 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

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