## Edgar Filing: InvenSense Inc - Form 4

Form 4	Inc										
February 20	_								PPROVA	1	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287		
Check the check	iger STATEN	x STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF								January 31, 2005	
Subject Section Form 4			SECU	burden hou	Estimated average burden hours per response						
Form 5 obligations may continue. See Instruction 1(b). 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 <u>*</u> Goehl Daniel			2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
		InvenSense Inc [INVN]				(Check all applicable)					
(Last) (First) (Middle) 1745 TECHNOLOGY DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 02/15/2014			X_ Director 10% Owner Officer (give title Other (specify below) below)					
(Street)			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					
SAN JOSE	c, CA 95110							More than One R			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	e Securities A	cquired, Disposed	of, or Beneficia	lly Owned	i	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D any (Month/Day	Date, if	3. Transactio Code (Instr. 8)	4. Securi nAcquired Disposed (Instr. 3,	l (A) or l of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature Indirect Beneficia Ownershi (Instr. 4)	ıl	
Pamindar: Pa	port on a separate line	for each class	of sec	Code V		(D) Price	(Instr. 3 and 4)				
Reminder: Re	port on a separate line	e for each clas	ss of sect	inues bene	-	-	spond to the colle	ection of	SEC 1474		
					inforı requi	nation cont red to resp ays a curre	tained in this form ond unless the fo ntly valid OMB co	n are not rm	(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	Transactio	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			(In

	Derivative Security		or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit (RSU)	\$ 0 <u>(1)</u>	02/15/2014	А		15,000		(2)	(2)	Common Stock	15,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Goehl Daniel 1745 TECHNOLOGY DRIVE SAN JOSE, CA 95110	Х							
Signatures								
/s/ Jim Callas, as attorney in fac Goehl	02/20	02/20/2014						

\*\*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) 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, the charge will commence wasting as of the Great Date and yest at a rate of 25% enquely. Shares will be delivered to the reporting person

(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.