InvenSense Inc Form 4 June 10, 2014

FORM 4

OMB

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

3235-0287 Number: January 31,

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subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per

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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 (Check all applicable) | | | |
|---|----------|----------|---|--|--|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | (Check an applicable) | | | |
| 1745 TECHNOLOGY DRIVE | | | (Month/Day/Year) 06/09/2014 | Director 10% OwnerX Officer (give title Other (specify below) VP Engineering & New Product | | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| SAN JOSE, CA | A 95110 | | 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 | ole I - Non- | Derivative | Secui | rities Acquir | 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. Transaction Code (Instr. 8) | 4. Securition Disposi (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 | 06/09/2014 | | M | 10,000 | A | \$ 6.11 | 57,327 | D | |
| Common Stock | 06/09/2014 | | S(1) | 10,000 | D | \$ 20.4581 (2) | 47,327 | D | |

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

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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. Transaction Code (Instr. 8) | 5. Number of orderivative 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) | | { } (|
|---|---|--------------------------------------|---|---|---|--|--------------------|---|-------------------------------------|-------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Stock Option (right to buy) | \$ 6.11 | 06/09/2014 | | M | 10,000 | (3) | 01/18/2021 | Common Stock | 10,000 | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lloyd Stephen

1745 TECHNOLOGY DRIVE VP Engineering & New Product

SAN JOSE, CA 95110

Signatures

/s/ Jim Callas, Attorney-in-Fact For: Stephen
Lloyd

06/10/2014

**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) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 Sales Plan adopted by the reporting person on May 24, 2013.
- This transaction was executed in multiple trades at prices ranging from \$20.43 to \$20.49; the price reported above reflects the weighted (2) average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request
- (3) 50% of the shares subject to the option vest on December 8, 2013 and 50% of the shares vest on December 8, 2014.

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.

Reporting Owners 2