InvenSense Inc
Form 4
August 19, 2014

FORM 4

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Goehl Daniel	2. Issuer Name **and** Ticker or Trading Symbol InvenSense Inc [INVN]	5. Relationship of Reporting Person(s) to Issuer
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/25/2012	(Check all applicable) _____ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below) VPWorldwide Sales
1745 TECHNOLOGY DRIVE		
(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 ___ Form filed by More than One Reporting Person
SAN JOSE, CA 95110		
(City) (State) (Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/25/2012		S[(1)]		5,000	D	$ 11.95	0	D	
Common Stock	08/15/2012		S[(1)]		5,000	D	$ 13.4464 [(2)]	0	D	
Common Stock	09/17/2012		S[(1)]		5,000	D	$ 13.1073 [(3)]	0	D	
Common Stock	08/15/2014		M		5,570	A	$ 12.92	5,570	D	
	08/15/2014		S[(4)]		5,570	D	$ 25.25	0	D	

Common Stock									
Common Stock	08/15/2014			M	3,750	A	$ 0 (5)	3,750	D
Common Stock	08/15/2014			S (4)	3,750	D	$ 24.9515 (6)	0	D

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

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(9-02)

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 Derivative 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 Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit (RSU)	$ 0 (5)	11/15/2013		A		15,000		(7)	(7)	Common Stock	15,000
Restricted Stock Unit (RSU)	$ 0 (5)	08/15/2014		M			3,750	(7)	(7)	Common Stock	3,750
Stock Option (right to buy)	$ 12.92	08/15/2014		M			5,570	(8)	05/15/2023	Common Stock	5,570

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goehl Daniel
1745 TECHNOLOGY DRIVE
SAN JOSE, CA 95110			VPWorldwide Sales	

Signatures

/s/ Alan Krock, Attorney-in-Fact For: Daniel
Goehl   08/19/2014

<u>**</u>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 7, 2012.

(2)   This transaction was executed in multiple trades at prices ranging from $13.32 to $13.50; the price reported above reflects the weighted 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)   This transaction was executed in multiple trades at prices ranging from $12.97 to $13.17; the price reported above reflects the weighted 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

(4)   The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 Sales Plan adopted by the reporting person on February 21, 2014.

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

(6)   This transaction was executed in multiple trades at prices ranging from $24.51 to $25.14; the price reported above reflects the weighted 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

(7)   Subject to the Reporting Person's continuing employment and the provisions in the Invensense's standard form of RSU award agreement, 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.

(8)   1/48th of the total award (100,000) vests monthly starting a month after the vesting commencement date of April 1, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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