InvenSense Inc Form 4 April 08, 2015

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

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(b).

(Last)

(City)

1. Name and Address of Reporting Person * Lloyd Stephen

> (First) (Middle)

> > (Zip)

C/O INVENSENSE INC., 1745 **TECHNOLOGY DRIVE**

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

InvenSense Inc [INVN]

3. Date of Earliest Transaction (Month/Day/Year) 04/07/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title _ Other (specify below)

VP Engineering & New Product

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SAN JOSE, CA 95110

		Tuble 1 Ton Berryalive Securities Required, Bisposed of, or Beneficiary 6 whea								
1.Title of	2. Transaction Date	Transaction Date 2A. Deemed 3. 4. Securities Ac				5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Dispo	osed of	Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code	(D)		Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 a	nd 5)	Owned	Indirect (I)	Ownership		
						Following	(Instr. 4)	(Instr. 4)		
				,		Reported				
					A)	Transaction(s)				
					or	(Instr. 3 and 4)				
			Code V	Amount (I	O) Price					
Common	04/07/2015		M	5 000 A	\$	41 226	D			
Stock	04/07/2013		M	5,000 A	6.11	41,336	D			
Common	04/07/2015		S(1)	5,000 D	\$ 15.3	26 226	D			
Stock	04/07/2013		3 <u>(-)</u>	5,000 D	15.3	36,336	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)

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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. Transacti Code (Instr. 8)	5. Number on 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 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	04/07/2015		M	5,000	(2)	01/18/2021	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lloyd Stephen

C/O INVENSENSE INC. 1745 TECHNOLOGY DRIVE

VP Engineering & New Product

SAN JOSE, CA 95110

Signatures

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

04/08/2015

**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 December 4, 2014.
- (2) 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.

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