

INSULET CORP
Form 4
October 14, 2016

FORM 4

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

OMB APPROVAL

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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 *
SULLIVAN PATRICK J

(Last) (First) (Middle)

C/O INSULET CORPORATION, 600 TECHNOLOGY PARK DRIVE, SUITE 200

(Street)

BILLERICA, MA 01821

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INSULET CORP [PODD]

3. Date of Earliest Transaction (Month/Day/Year)
10/12/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

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

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 Ownership (Instr. 4)
Common Stock	10/12/2016		M	3,075 A	\$ 221,544 ⁽¹⁾ ₍₃₎ ⁽²⁾	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. 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 of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 32.51	10/12/2016		M	3,075	(4) 03/02/2025	Common Stock	3,075 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN PATRICK J C/O INSULET CORPORATION 600 TECHNOLOGY PARK DRIVE, SUITE 200 BILLERICA, MA 01821	X		President & CEO	

Signatures

/s/ David Colleran,
attorney-in-fact
Date: 10/14/2016

**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) Includes 777 shares acquired on December 31, 2015 and 674 shares acquired on June 30, 2016 under the Insulet Corporation 2007 Employee Stock Purchase Plan.
- (2) Includes 29,100 restricted stock units granted on March 2, 2015, which vest one-half of the total units on March 2, 2017 and one-half of the total units on March 2, 2018; 30,432 performance share units granted on April 1, 2015, which vest one-half of the total performance share units on April 1, 2017 and one-half of the total performance share units on April 1, 2018; and 42,720 restricted stock units granted on February 24, 2016, which vest one-third of the total units on February 24, 2017, one-third of the total units on February 24, 2018 and one-third of the total units on February 24, 2019. Vested shares will be delivered to the reporting person as soon as practicable following a vesting date.
- (3) The transaction referenced in Tables I and II represents the exercise for cash by the reporting person of options to acquire 3,075 shares of the Company's common stock. All of the underlying shares of common stock issued upon exercise of the options have been retained by the reporting person and no sale of common stock occurred in connection with this transaction.
- (4) This option is subject to a four-year vesting period, with 25% of the total award vesting one year after the grant date and the remainder vesting in equal quarterly installments each quarter thereafter for 12 quarters, subject to continued employment.

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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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