

Inogen Inc
 Form 4
 February 21, 2014

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 *
 Cooper Stephen E.

2. Issuer Name and Ticker or Trading Symbol
 Inogen Inc [INGN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 326 BOLLAY DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/20/2014

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

GOLETA, CA 93117

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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)
Common Stock	02/20/2014		C	121,783	A 121,783	I	See footnote (2)
Common Stock	02/20/2014		S	15,428	D \$ 14.88 106,355	I	See footnote (2)
Common Stock	02/20/2014		C	26,336	A 26,336	I	See footnote (3)
Common Stock	02/20/2014		S	3,423	D \$ 14.88 22,913	I	See footnote (3)

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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 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. P	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	(1)	02/20/2014		C	48,333	(1) (1)	(1) (1)	Common Stock	49,159
Series B Preferred Stock	(1)	02/20/2014		C	19,997	(1) (1)	(1) (1)	Common Stock	29,017
Series C Preferred Stock	(1)	02/20/2014		C	5,125	(1) (1)	(1) (1)	Common Stock	8,867
Series D Preferred Stock	(1)	02/20/2014		C	18,484	(1) (1)	(1) (1)	Common Stock	34,740
Series C Preferred Stock	(1)	02/20/2014		C	13,564	(1) (1)	(1) (1)	Common Stock	23,467
Series D Preferred Stock	(1)	02/20/2014		C	333	(1) (1)	(1) (1)	Common Stock	626
Series E Preferred Stock	(1)	02/20/2014		C	833	(1) (1)	(1) (1)	Common Stock	2,243

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

