

InvenSense Inc  
 Form 4  
 August 29, 2014

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**KROCK ALAN**

(Last) (First) (Middle)

1745 TECHNOLOGY DRIVE

(Street)

SAN JOSE, CA 95110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**InvenSense Inc [INVN]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**08/27/2014**

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)  
**Chief Financial Officer**

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	08/27/2014		M		5,350	A	\$ 7.32
Common Stock	08/27/2014		S		5,350	D	\$ 25.0306 (1)
Common Stock	08/27/2014		M		25,000	A	\$ 7.32
Common Stock	08/27/2014		S		25,000	D	\$ 24.8843 (2)
	08/27/2014		M		69,650	A	\$ 7.32

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Common Stock							
Common Stock	08/27/2014	S	69,650	D	\$ 25.0324 (3)	5,424	D
Common Stock	08/28/2014	M	25,000	A	\$ 7.32	30,424	D
Common Stock	08/28/2014	S	25,000	D	\$ 25.3326 (4)	5,424	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 of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 7.32	08/27/2014		M	5,350	(5) 07/09/2021	Common Stock	5,350
Stock Option (right to buy)	\$ 7.32	08/27/2014		M	25,000	(5) 07/09/2021	Common Stock	25,000
Stock Option (right to buy)	\$ 7.32	08/27/2014		M	69,650	(5) 07/09/2021	Common Stock	69,650
Stock Option (right to buy)	\$ 7.32	08/28/2014		M	25,000	(5) 07/09/2021	Common Stock	25,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KROCK ALAN 1745 TECHNOLOGY DRIVE SAN JOSE, CA 95110			Chief Financial Officer	

## Signatures

/s/Adam Tachner, Attorney-in-Fact For; Alan Krock 08/29/2014

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) This transaction was executed in multiple trades at prices ranging from \$25.00 to \$25.22; 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

(2) This transaction was executed in multiple trades at prices ranging from \$24.75 to \$25.10; 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 \$25.00 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

(4) This transaction was executed in multiple trades at prices ranging from \$25.25 to \$25.46; 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

(5) 25% of the shares (500,000) subject to the option vest 1 year following the vesting commencement date of May 31, 2011, with monthly vesting thereafter at the rate of 1/48th per month.

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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