InvenSense Inc Form 4 September 17, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction See Instruction 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TACHNER ADAM H			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	InvenSense Inc [INVN] 3. Date of Earliest Transaction	(Check all applicable)			
1745 TECHNOLOGY DRIVE			(Month/Day/Year) 09/15/2014	Director 10% Owner Officer (give title Other (specify below) VP & General Counsel			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			
SAN JOSE, CA 95110				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tak	ole I - Non-	-Derivative Securities	s Acquired, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquire oner Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D)	sed (A) 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	09/15/2014		M	,	0 (1) 36,666	D	
Common Stock	09/16/2014		S(2)	\$ 13,930 D 22 (3)	2.2486 22,736	D	

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

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SEC 1474

(9-02)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	\$ 0 (1)	09/15/2014		M	36,666	<u>(4)</u>	<u>(4)</u>	Common Stock	36,666	

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(In

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TACHNER ADAM H 1745 TECHNOLOGY DRIVE SAN JOSE, CA 95110

VP & General Counsel

Signatures

/s/ Adam H 09/17/2014 Tachner

**Signature of Date
Reporting Person

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) Each Restricted Stock Unit ("RSU") represents a contingent right to receive at settlement one share of Invensense common stock at no cost.
- (2) In connection with the vesting and delivery of restricted stock units, shares were sold and the net proceeds were used to pay required withholding taxes.
- This transaction was executed in multiple trades at prices ranging from \$21.93 to \$22.25; 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.
- Subject to the Reporting Person's continuing employment and the provisions in the Invensense's standard form of RSU award agreement, (4) the shares will commence vesting as of the Grant Date and vest at a rate of 33.3% annually. Shares will be delivered to the reporting person on each vest date.

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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