InvenSense Inc Form 4 May 18, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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January 31,

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

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).

1. Name and Address of Reporting Person * Goehl Daniel			2. Issuer Name and Ticker or Trading Symbol InvenSense Inc [INVN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
C/O INVENSENSE INC., 1745 TECHNOLOGY DRIVE			(Month/Day/Year) 05/15/2015	Director 10% Owner Officer (give title Other (specify below) VPWorldwide Sales		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
SAN JOSE, CA	A 95110		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquir	ed, 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. 4. Securities Acquired (A) Transactiom Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	05/15/2015		Code V	Amount 3,750	or (D)	Price \$ 0 (1)	(Instr. 3 and 4) 3,750	D	
Common Stock	05/15/2015		M	2,000	A	\$ 0 (1)	5,750	D	
Common Stock	05/15/2015		S(2)	5,750	D	\$ 14.4553	0	D	
Common Stock	05/15/2015		A	20,000 (4)	A	- \$ 0	20,000	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)

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 Disposed (Instr. 3, 4)	(A) or of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Unit (RSU)	\$ 0 (1)	05/15/2015		M		3,750	<u>(5)</u>	<u>(5)</u>	Common Stock	3,75
Restricted Stock Unit (RSU)	\$ 0 (1)	05/15/2015		M		2,000	<u>(6)</u>	<u>(6)</u>	Common Stock	2,00
Stock Option (right to buy)	\$ 14.57	05/15/2015		A	80,000		<u>(7)</u>	05/15/2025	Common Stock	80,00

Reporting Owners

Reporting Owner Name / Address	Relationships							
Troporting of their remains a remainder	Director	10% Owner	Officer	Other				
Goehl Daniel								
C/O INVENSENSE INC.			VPWorldwide					
1745 TECHNOLOGY DRIVE			Sales					
SAN JOSE, CA 95110								

Signatures

/s/ Adam Tachner, Attorney-in-Fact for: Daniel O5/18/2015

**Signature of 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.

Date

Reporting Owners 2

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- (2) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 Sales Plan adopted by the reporting person on March 12, 2015.
- This transaction was executed in multiple trades at prices ranging from \$14.35 to \$14.60; the price reported above reflects the weighted
- (3) 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) Represents a grant of unvested restricted stock. 25% of the award will vest and become subject to release from restrictions annually over the next four years beginning May 15, 2016.
- Subject to the Reporting Person's continuing employment and the provisions in the Invensense's standard form of RSU award agreement, (5) the shares will commence vesting as of the Grant Date and vest at a rate of 25% annually. Shares will be delivered to the reporting person on each vest date.
 - Subject to the Reporting Person's continuing employment and the provisions in Invensense's standard form of RSU award agreement,
- (6) 25% of the shares will vest one year from the Grant Date, 25% of the shares will vest on 8/15/15, 25% of the shares will vest on 11/15/15 and 25% of the shares will vest on 2/15/16. Shares will be delivered to the reporting person on each vest date.
- (7) The option vests monthly over 4 years following the vesting commencement date of May 15, 2015, at the rate of 1/48 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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