

Bauerlein Alison
Form 4
March 05, 2019

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 *
Bauerlein Alison

(Last) (First) (Middle)

C/O INOGEN, INC., 326 BOLLAY DRIVE

(Street)

GOLETA, CA 93117

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2019

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)

EVP, Finance, & CFO

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 (A) or (D) Price | | |
| Common Stock | 03/01/2019 | | A | | 3,739 (1) \$ 0 | D | |
| Common Stock | 03/01/2019 | | A | | 1,347 (2) \$ 0 | D | |
| Common Stock | 03/01/2019 | | F | | 466 (3) \$ 106.97 | D | |
| Common Stock | 03/01/2019 | | A | | 1,417 (4) \$ 0 | D | |
| Common Stock | 03/01/2019 | | F | | 490 (3) \$ 106.97 | D | |

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| | | | | | | | |
|--------------|------------|---|--------------------|---|-----------|--------|---|
| Common Stock | 03/01/2019 | A | 253 | A | \$ 0 | 29,571 | D |
| Common Stock | 03/01/2019 | F | 88 ⁽⁵⁾ | D | \$ 106.97 | 29,483 | D |
| Common Stock | 03/01/2019 | F | 284 ⁽⁵⁾ | D | \$ 106.97 | 29,199 | 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. Price of Derivative Security (Instr. 5) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| | | | | | | Code | V | (A) | (D) | |
| Restricted Stock Units | <u>(6)</u> | 03/01/2019 | | M | 253 | <u>(7)</u> | <u>(7)</u> | Common Stock | 253 | \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bauerlein Alison C/O INOGEN, INC. 326 BOLLAY DRIVE GOLETA, CA 93117 | | | EVP, Finance, & CFO | |

Signatures

/s/ Alison Bauerlein 03/05/2019

**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) The reported securities represent shares of restricted stock, 25% of which shall vest on March 1, 2020, and 1/16th of which shall vest every three months thereafter on the 1st day of the month, subject in each case to the reporting person remaining a service provider through each such applicable vesting date.

(2) The reported securities represent shares earned and vested on March 1, 2019 based on achievement of the financial performance conditions for the 2018 fiscal year that were approved as part of the 2017 performance-based restricted stock award granted on August 8, 2017.

(3) The reported shares were withheld in a net issuance to cover the Reporting Person's tax withholding liability in connection with a portion of a performance-based restricted stock award that was earned and vested on March 1, 2019.

(4) The reported securities represent shares earned and vested on March 1, 2019 based on achievement of the financial performance conditions for the 2018 fiscal year that were approved as part of the 2018 performance-based restricted stock award granted on March 2, 2018.

(5) The reported shares were withheld to cover the Reporting Person's tax withholding liability in connection with a portion of a time-based restricted stock award that vested on March 1, 2019.

(6) Each restricted stock unit represents a contingent right to receive one share of Inogen common stock.

(7) 25% of the restricted stock units shall vest on September 1, 2018, and 1/16th of the restricted stock units shall vest every three months thereafter on the 1st day of the month, subject to the reporting person continuing to be a service provider through each such vesting date.

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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