DeSisto Duane
Form 4
November 04, 2011

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 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)


BEDFORD, MA 01730

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

| Persons who respond to the collection of | SEC 1474 |
| :--- | ---: |
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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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transactio | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Security | or Exercise |  | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |
| (Instr. 3) | Price of |  | (Month/Day/Year) | (Instr. 8) | Acquired (A) |  |  |
|  | Derivative |  |  |  | or Disposed of |  |  |
|  | Security |  |  |  | (D) |  |  |
|  |  |  |  |  | (Instr. 3, 4, and 5) |  |  |

Amount

|  |  |  |  | Amount |
| :--- | :--- | :--- | :--- | :--- | :--- |
| Date |  |  |  |  |
| Exercisable |  |  |  |  |$\quad$| Expiration |
| :--- |
| Date |$\quad$ Title | or |
| :--- |$\quad$| Number |
| :--- |
| of Shares |

Code V (A) (D)
of Shares
Employee
Stock
Option
\$ $1.19 \quad 11 / 02 / 2011$
$M \quad 20,000 \quad$ (1) $\quad 07 / 22 / 2013$
Common
Stock
20,000
(Right to
Buy)

## Reporting Owners

Reporting Owner Name / Address

## Relationships

Director $10 \%$ Owner Officer Other

DeSisto Duane
C/O INSULET CORPORATION
9 OAK PARK DRIVE
BEDFORD, MA 01730

## Signatures

/s/ R. Anthony Diehl, attorney in fact
$\stackrel{\text { **Signature of Reporting Person Date }}{ }$
11/02/2011

## 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. $78 \mathrm{ff}(\mathrm{a})$.
This option may be exercised at any time, whether vested or not, but, upon termination of employment, we may repurchase any unvested
(1) shares at the exercise price paid for the shares. This option vests in equal monthly installments each month for 48 months starting on July 9,2003 , subject to continued employment.

Includes 26,667 restricted stock units granted on March 1, 2010 which vest one-half of the total units on March 1, 2012 and one-half on March 1, 2013; and 40,000 restricted stock units granted on March 1, 2011 which vest one-third of the total units on March 1, 2012 and one-third each on March 1, 2013 and March 1, 2014. Vested shares will be delivered to the reporting person as soon as practiable following a vesting date.
Includes an aggregate of 6,558 shares acquired under the Insulet Corporation 2007 Employee Stock Purchase Plan on the following dates:
(3) 219 shares acquired on December 31, 2007; 694 shares acquired on June 30, 2008; 1,429 shares acquired on December 31, 2008; 1,431
shares acquired on June 30, 2009; 772 shares acquired on December 31, 2009; 749 shares acquired on June 30, 2010; 732 shares acquired on December 31, 2010; and 532 shares acquired on June 30, 2011.
(4)

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The price reported represents the weighted average sale price of the shares sold. The shares were sold at varying prices in the range of $\$ 15.00$ to $\$ 15.33$. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.
(5) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 11, 2011.

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.

