

NanoString Technologies Inc
 Form 4
 August 11, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
SAUNDERS BARNEY

2. Issuer Name and Ticker or Trading Symbol
NanoString Technologies Inc [NSTG]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 530 FAIRVIEW AVENUE
 N., SUITE 2000
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/10/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Sales & Marketing

SEATTLE, WA 98109

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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	08/10/2015		M		20,232	A	\$ 2.24
Common Stock	08/10/2015		M		7,010	A	\$ 1.92
Common Stock	08/10/2015		S		27,242	D	\$ 15.0829 <u>(1)</u>

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

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sold at each separate price within the range set forth herein.

- (2) 25% of the shares subject to the Option vest on the one-year anniversary of September 20, 2010 (the "Vesting Commencement Date"), and thereafter 1/48th of the shares subject to the Option vest on each monthly anniversary of the Vesting Commencement.
- (3) 15% of the shares subject to the Option vested on March 1, 2012 (the "Vesting Commencement Date"), and thereafter 1/48th of the remaining shares subject to the Option vest on the monthly anniversary of the Vesting Commencement 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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