

INSULET CORP
Form 4
November 19, 2013

FORM 4

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

OMB APPROVAL

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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 *
LIAMOS CHARLES T

(Last) (First) (Middle)

C/O INSULET CORPORATION, 9
OAK PARK DRIVE

(Street)

BEDFORD, MA 01730

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INSULET CORP [PODD]

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/2013

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)

Chief Operating Officer

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)
Common Stock	11/15/2013		M	A	\$ 15.82 188,994 ⁽¹⁾ ₍₂₎	D	
Common Stock	11/15/2013		S ⁽³⁾	D	\$ 35.5257 160,594 ⁽¹⁾ ₍₂₎ ₍₄₎	D	
Common Stock	11/15/2013		S ⁽³⁾	D	\$ 36.3893 152,794 ⁽¹⁾ ₍₂₎ ₍₅₎	D	
Common Stock	11/15/2013		S ⁽³⁾	D	\$ 36.8587 148,194 ⁽¹⁾ ₍₂₎ ₍₆₎	D	

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Common Stock	11/18/2013	M	9,200	A	\$ 15.82	157,394 ⁽¹⁾ <u>(2)</u>	D
Common Stock	11/18/2013	S ⁽³⁾	32,076	D	\$ 35.2748 <u>(7)</u>	125,318 ⁽¹⁾ <u>(2)</u>	D
Common Stock	11/18/2013	S ⁽³⁾	7,124	D	\$ 35.7238 <u>(8)</u>	118,194 ⁽¹⁾ <u>(2)</u>	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 15.82	11/15/2013		M	40,800	<u>(9)</u> 01/10/2021	Common Stock	40,800	
Employee Stock Option (Right to Buy)	\$ 15.82	11/18/2013		M	9,200	<u>(9)</u> 01/10/2021	Common Stock	9,200	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIAMOS CHARLES T C/O INSULET CORPORATION 9 OAK PARK DRIVE	X		Chief Operating Officer	

BEDFORD, MA 01730

Signatures

/s/ R. Anthony Diehl, attorney
in fact

11/19/2013

__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) Includes 33,334 restricted stock units granted on January 10, 2011 which vest on December 31, 2013; 24,000 restricted stock units granted on April 1, 2012 which vest one-third of the total units on April 1, 2014, one-third of the total units on April 1, 2015 and one-third of the total units on April 1, 2016; and 30,000 restricted stock units granted on March 1, 2013 which vest one-quarter of the total units on March 1, 2014, one-quarter of the total units on March 1, 2015, one-quarter of the total units on March 1, 2016 and one-quarter of the total units on March 1, 2017. Vested shares will be delivered to the reporting person as soon as practicable following avesting date.

(2) Includes an aggregate of 960 shares acquired under the Insulet Corporation Amended and Restated 2007 Employee Stock Purchase Plan on the following dates: 357 shares acquired on June 29, 2012; 360 shares acquired on December 31, 2012; and 243 shares acquired on June 28, 2013.

(3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 15, 2013.

(4) The price reported represents the weighted average sale price of the shares sold. The shares were sold at varying prices in the range of \$34.75 to \$35.75. 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 informaiton regarding the number of shares sold at each separate price.

(5) The price reported represents the weighted average sale price of the shares sold. The shares were sold at varying prices in the range of \$35.76 to \$36.755. 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 informaiton regarding the number of shares sold at each separate price.

(6) The price reported represents the weighted average sale price of the shares sold. The shares were sold at varying prices in the range of \$36.77 to \$37.12. 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 informaiton regarding the number of shares sold at each separate price.

(7) The price reported represents the weighted average sale price of the shares sold. The shares were sold at varying prices in the range of \$34.65 to \$35.645. 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 informaiton regarding the number of shares sold at each separate price.

(8) The price reported represents the weighted average sale price of the shares sold. The shares were sold at varying prices in the range of \$35.655 to \$35.9603. 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 informaiton regarding the number of shares sold at each separate price.

(9) This option is subject to a four-year vesting period, with 25% of the total award vesting one year after the grant date and the remainder vesting in equal quarterly installments each quarter thereafter for 12 quarters, subject to continued employment.

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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