Diehl R Anthony Form 4 April 03, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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)

may continue.

See Instruction

1(b).

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Diehl R Anthony Issuer Symbol INSULET CORP [PODD] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify C/O INSULET CORPORATION, 9 04/01/2012 below) OAK PARK DRIVE Secretary and General Counsel (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting BEDFORD, MA 01730 Person (City) (State) (Zip)

(3)	(******)	1 abic	e 1 - Non-De	erivative S	ecurit	ies Acq	Juirea, Disposea (or, or Beneficial	ly Ownea
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Aco	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
					()		Reported		
					(A)		Transaction(s)		
					or	ъ.	(Instr. 3 and 4)		
~			Code V	Amount	(D)	Price			
Common	04/01/2012		A	20,000	Α	\$ 0	49,955 (3) (4)	D	
Stock	07/01/2012		11	(2)	11	ψυ	TJ,JJJ <u>~ ~</u>	D	

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 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 19.14	04/01/2012		A	20,000	<u>(1)</u>	04/01/2022	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address

Pint 100% Owner Office Off

Director 10% Owner Officer Other

Diehl R Anthony C/O INSULET CORPORATION 9 OAK PARK DRIVE BEDFORD, MA 01730

Secretary and General Counsel

Signatures

/s/ R. Anthony Diehl 04/03/2012

**Signature of Date
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) 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.
- The 20,000 restricted stock units vest one-quarter of the total units on the first anniversary date of the grant and one-quarter each on the second, third and fourth anniversaries of the date of the grant. Vested shares will be delivered to the reporting person as soon as practicable following a vesting date.
- Includes 5,334 restricted stock units granted on March 1, 2010 which vest on March 1, 2013; and 12,000 restricted stock units granted on (3) March 1, 2011 which vest one-half of the total units on March 1, 2013 and one-half of the total units on March 1, 2014. Vested shares will be delivered to the reporting person as soon as practicable following a vesting date.
- (4) Includes an aggregate of 1,249 shares acquired under the Insulet Corporation 2007 Employee Stock Purchase Plan on the following dates: 400 shares acquired on December 31, 2007; and 849 shares acquired on June 30, 2008.

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.

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