INSULET CORP Form 4 August 02, 2013

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

response...

Form 5 obligations may continue. See Instruction 1(b).

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 * DeSisto Duane

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

INSULET CORP [PODD]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Check all applicable) _X__ Director 10% Owner

C/O INSULET CORPORATION, 9

(Month/Day/Year) 08/01/2013

Other (specify X_ Officer (give title below) President and CEO

OAK PARK DRIVE

(Street)

(State)

(7:-

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

Person

BEDFORD, MA 01730

(C:tr.)

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative Se	ecurities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	onor Disposed (Instr. 3, 4 a	` ′	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	08/01/2013		M	20,000 A	A \$ 3.6	202,433 <u>(1)</u> <u>(2)</u>	D	
Common Stock	08/01/2013		S(3)	20,000 I	\$ 31.8458 \(\frac{(4)}{2}\)	182,433 <u>(1)</u> <u>(2)</u>	D	

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

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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 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 orDerivative 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)	\$ 3.6	08/01/2013		M	20,000	<u>(5)</u>	02/09/2015	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DeSisto Duane							
C/O INSULET CORPORATION	X		Dragidant and CEO				
9 OAK PARK DRIVE	Λ	President and CEO					
BEDFORD, MA 01730							

Signatures

/s/ R. Anthony Diehl, attorney in fact 08/02/2013

**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).
 - Includes an aggregate of 8,777 shares acquired under the Insulet Corporation Amended and Restated 2007 Employee Stock Purchase Plan on the following dates: 219 shares acquired on December 31, 2007; 694 shares acquired on June 30, 2008; 1,429 shares acquired on
- (1) 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; 532 shares acquired on June 30, 2011; 640 shares acquired on December 30, 2011; 580 shares acquired on June 29, 2012; 589 shares acquired on December 31, 2012; and 410 shares acquired on June 28, 2013.
 - Includes 13,334 restricted stock units granted on March 1, 2011 which vest on March 1, 2014; 52,500 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
- (2) total units on April 1, 2016; and 60,000 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 practiable following a vesting date.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 13, 2012.

Reporting Owners 2

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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 (4) \$31.645 to \$32.06. 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.
- This option may be exercised at any time, whether vested or not, but, upon termination of employment, we may repurchase any unvested shares at the exercise price paid for the shares. 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 monthly installments each month thereafter for 36 months, 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. 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.