

INSULET CORP

Form 4

February 11, 2008

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Malave Luis

(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)
02/07/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	02/07/2008		S ⁽¹⁾		100	D \$ 18.46	5,091	D	
Common Stock	02/07/2008		S ⁽¹⁾		300	D \$ 18.47	4,791	D	
Common Stock	02/07/2008		S ⁽¹⁾		300	D \$ 18.47	4,491	D	
Common Stock	02/07/2008		S ⁽¹⁾		791	D \$ 18.47	3,700	D	
Common Stock	02/07/2008		S ⁽¹⁾		100	D \$ 18.48	3,600	D	

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Common Stock	02/07/2008	<u>S</u> (1)	300	D	\$ 18.48	3,300	D
Common Stock	02/07/2008	<u>S</u> (1)	100	D	\$ 18.49	3,200	D
Common Stock	02/07/2008	<u>S</u> (1)	100	D	\$ 18.49	3,100	D
Common Stock	02/07/2008	<u>S</u> (1)	600	D	\$ 18.5	2,500	D
Common Stock	02/07/2008	<u>S</u> (1)	1,100	D	\$ 18.51	1,400	D
Common Stock	02/07/2008	<u>S</u> (1)	500	D	\$ 18.52	900	D
Common Stock	02/07/2008	<u>S</u> (1)	200	D	\$ 18.53	700	D
Common Stock	02/07/2008	<u>S</u> (1)	200	D	\$ 18.54	500	D
Common Stock	02/07/2008	<u>S</u> (1)	100	D	\$ 18.55	400	D
Common Stock	02/07/2008	<u>S</u> (1)	100	D	\$ 18.56	300	D
Common Stock	02/07/2008	<u>S</u> (1)	200	D	\$ 18.57	100	D
Common Stock	02/07/2008	<u>S</u> (1)	100	D	\$ 18.69	0	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)		Title		

Date Exercisable	Expiration Date	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Malave Luis C/O INSULET CORPORATION 9 OAK PARK DRIVE BEDFORD, MA 01730			Chief Operating Officer	

Signatures

/s/ R. Anthony Diehl attorney
in fact

02/11/2008

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 14, 2007.

Remarks:

This is filing 2 of 2 due to number of rows needed in Table 1.

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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