INSULET CORP Form 4 April 03, 2015

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

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LIAMOS CHARLES T

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Symbol

(Last) (First) (Middle) INSULET CORP [PODD] 3. Date of Earliest Transaction (Month/Day/Year)

X_ Director 10% Owner Other (specify Officer (give title

(Check all applicable)

C/O INSULET CORPORATION, 600 TECHNOLOGY PARK DRIVE, **SUITE 200**

(Street)

4. If Amendment, Date Original

04/01/2015

6. Individual or Joint/Group Filing(Check

Applicable Line)

below)

Filed(Month/Day/Year) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

BILLERICA, MA 01821

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Transaction(A) or Disposed of (D) Indirect Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) (D) Price Code Amount Common 03/16/2015 \$0 90,582 (1) (2) D G 3,200 D Stock Common 04/01/2015 4,000 94.582 (1) (2) D M Stock Common $S^{(3)}$ 04/01/2015 4,000 90,582 (1) (2) D Stock Common 3,007 04/01/2015 F D 87,575 (1) (2) (4) Stock

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

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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number on f 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)	\$ 15.82	04/01/2015		M	4,000	<u>(5)</u>	01/10/2021	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LIAMOS CHARLES T C/O INSULET CORPORATION 600 TECHNOLOGY PARK DRIVE, SUITE 200 BILLERICA, MA 01821



Signatures

/s/ R. Anthony Diehl, attorney in fact 04/0

04/03/2015

**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 8,000 restricted stock units granted on April 1, 2012, which vest on April 1, 2016; 15,000 restricted stock units granted on March 1, 2013, which vest one-half of the total units on March 1, 2016 and one-half of the total units on March 1, 2017; 11,000 performance share units granted on March 1, 2013, which vest on March 1, 2016; and 4,000 restricted stock units granted on June 2, 2014, which vest one-half of the total units on April 30, 2015, one-quarter of the total units on April 30, 2016 and one-quarter of the total units on April 30,

Reporting Owners 2

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2017. Vested shares will be delivered to the reporting person as soon as practicable following a vesting date.

- Includes an aggregate of 1,166 shares acquired under the Insulet Corporation Amended and Restated 2007 Employee Stock Purchase Plan (2) on the following dates: 357 shares acquired on June 29, 2012; 360 shares acquired on December 31, 2012; 243 shares acquired on June 28, 2013; and 206 shares acquired on December 31, 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 June 12, 2014.
- (4) This transaction represents the withholding of shares received upon the vesting of restricted stock units to cover the associated tax obligations.
- (5) 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. 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.