

Inogen Inc
 Form 4
 August 19, 2015

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 *
 Myers Byron

(Last) (First) (Middle)
 326 BOLLAY DRIVE
 (Street)
 GOLETA, CA 93117
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Inogen Inc [INGN]

3. Date of Earliest Transaction (Month/Day/Year)
 08/17/2015

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)
 Vice President, Marketing

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/17/2015 | | M | | 2,000 | A | \$ 2.4 |
| Common Stock | 08/17/2015 | | M | | 5,000 | A | \$ 2.4 |
| Common Stock | 08/17/2015 | | M | | 5,000 | A | \$ 0.6 |
| Common Stock | 08/17/2015 | | M | | 10,000 | A | \$ 2.4 |
| Common Stock | 08/17/2015 | | S ⁽²⁾ | | 3,300 | D | \$ 50.1543 |
| | | | | | | | <u>(3)</u> |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|-------------------|--------|---|
| Common Stock | 08/17/2015 | S ⁽²⁾ | 1,700 | D | \$ 51.1444 (4) | 63,332 | D |
| Common Stock | 08/17/2015 | S ⁽²⁾ | 6,400 | D | \$ 50.1405 (5) | 56,932 | D |
| Common Stock | 08/17/2015 | S ⁽²⁾ | 3,400 | D | \$ 51.0044 (6) | 53,532 | D |
| Common Stock | 08/17/2015 | S ⁽²⁾ | 200 | D | \$ 51.72 | 53,332 | D |
| Common Stock | 08/17/2015 | S ⁽²⁾ | 11,900 | D | \$ 50.1974 (7) | 41,432 | D |
| Common Stock | 08/17/2015 | S ⁽²⁾ | 5,100 | D | \$ 51.1069 (8) | 36,332 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 0.6 | 08/17/2015 | | M | 5,000 | (9) 02/10/2019 | Common Stock | 5,000 |
| Stock Option (right to buy) | \$ 2.4 | 08/17/2015 | | M | 17,000 | (10) 03/27/2018 | Common Stock | 17,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Myers Byron 326 BOLLAY DRIVE GOLETA, CA 93117 | | | Vice President, Marketing | |

Signatures

/s/ Alison Bauerlein, as
Attorney-in-Fact

08/18/2015

__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) Due to a scrivener's error, the form 4 filed on March 16, 2015 incorrectly stated the securities beneficially owned as 43,332 when in fact the amount beneficially owned by reporting person was 46,332.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 15, 2015.
- (3) Represents the weighted average share price of an aggregate total of 3,300 shares sold in the price range of \$49.74 to \$50.70 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (4) Represents the weighted average share price of an aggregate total of 1,700 shares sold in the price range of \$50.77 to \$51.72 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (5) Represents the weighted average share price of an aggregate total of 6,400 shares sold in the price range of \$49.66 to \$50.64 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (6) Represents the weighted average share price of an aggregate total of 3,400 shares sold in the price range of \$50.67 to \$51.53 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (7) Represents the weighted average share price of an aggregate total of 11,900 shares sold in the price range of \$49.72 to \$50.70 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (8) Represents the weighted average share price of an aggregate total of 5,100 shares sold in the price range of \$50.7650 to \$51.72 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (9) Subject to the reporting person's continuing service, twenty-five percent (25%) of the shares subject to the option shall vest and become exercisable on the one year anniversary of the vesting commencement date, and thereafter, one thirty-sixth (1/36th) of the remaining shares subject to the option shall vest each month on the same day as the vesting commencement date, such that the shares subject to the option shall become fully vested and exercisable on the fourth (4th) anniversary of the vesting commencement date. The vesting commencement date for this option is February 10, 2009. This option is fully vested as of February 10, 2013.
- (10) Subject to the reporting person's continuing service, one forty-eighth (1/48th) of the shares subject to the option shall vest each month on the same day as the vesting commencement date, such that the shares subject to the option shall become fully vested and exercisable on the fourth (4th) anniversary of the vesting commencement date. The vesting commencement date for this option is January 1, 2008. This option is fully vested as of January 1, 2012.

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.