

INSULET CORP  
Form 4  
March 11, 2016

**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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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LEVANGIE DANIEL J

(Last) (First) (Middle)

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

(Street)

BILLERICA, MA 01821

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
INSULET CORP [PODD]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/09/2016

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)  
President, Drug Delivery

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                    | 03/09/2016                           |                                                    | M                              |                                                                   | 15,545 | A          | \$ 15.14                                                                                      | 25,358 <sup>(1)</sup>                                    | D                                                     |
| Common Stock                    | 03/09/2016                           |                                                    | S                              |                                                                   | 7,600  | D          | \$ 31.04 <sup>(2)</sup>                                                                       | 17,758 <sup>(1)</sup>                                    | D                                                     |
| Common Stock                    | 03/10/2016                           |                                                    | M                              |                                                                   | 9,455  | A          | \$ 15.14                                                                                      | 27,213 <sup>(1)</sup>                                    | D                                                     |
| Common Stock                    | 03/10/2016                           |                                                    | S                              |                                                                   | 4,699  | D          | \$ 30.65                                                                                      | 22,514 <sup>(1)</sup>                                    | D                                                     |

# Edgar Filing: INSULET CORP - Form 4

(3)

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 15.14                                                           | 03/09/2016                              |                                                             | M                                    | 15,545                                                                                                       | <u>(4)</u> 11/01/2021                                          | Common<br>Stock                                                     | 15,545                                 |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 15.14                                                           | 03/10/2016                              |                                                             | M                                    | 9,455                                                                                                        | <u>(4)</u> 11/01/2021                                          | Common<br>Stock                                                     | 9,455                                  |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

LEVANGIE DANIEL J  
C/O INSULET CORPORATION  
600 TECHNOLOGY PARK DRIVE, SUITE 200  
BILLERICA, MA 01821

President, Drug Delivery

## Signatures

/s/ David Colleran,  
attorney-in-fact

03/11/2016

\_\_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 1,000 restricted stock units granted on June 3, 2013, which vest on April 30, 2016; 2,000 restricted stock units granted on June 2, 2014, which vest one-half of the total units on April 30, 2016 and one-half of the total units on April 30, 2017; and 6,813 performance

- (1) share units granted on April 1, 2015, which vest one-third of the total performance share units on April 1, 2016, one-third of the total performance share units on April 1, 2017 and one-third of the performance share units on April 1, 2018, subject to continued employment. Vested shares will be delivered to the reporting person as soon as practicable following a vesting date.

The price reported represents the weighted average sale price of the shares sold. The shares were sold at varying prices in the range of

- (2) \$31.00 to \$31.46. 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.

The price reported represents the weighted average sale price of the shares sold. The shares were sold at varying prices in the range of

- (3) \$30.12 to \$31.00. 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.

- (4) This option is subject to a three-year vesting period with 50% of the total award vesting on the first anniversary of the date of grant and 25% on each of the second and third anniversaries of the date of grant, subject to continued service as a director or consultant.

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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