

Colleran David
Form 4
March 05, 2019

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 *
Colleran David

(Last) (First) (Middle)

C/O INSULET
CORPORATION, 100 NAGOG
PARK

(Street)

ACTON, MA 01720

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2019

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 _____ Other (specify
below) below)
SVP, Secretary and GC

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	03/01/2019		M		16,639	A	\$ 30.98	47,072 ⁽¹⁾	D
Common Stock	03/01/2019		M		1,166	A	\$ 29.26	48,238 ⁽¹⁾	D
Common Stock	03/01/2019		M		1,422	A	\$ 46.22	49,660 ⁽¹⁾	D
Common Stock	03/01/2019		M		1,748	A	\$ 74.5	51,408 ⁽¹⁾	D
Common Stock	03/01/2019		S		20,975	D	\$ 94.6536	30,433 ⁽¹⁾	D

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(2)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 30.98	03/01/2019		M		16,639		<u>(3)</u>	06/29/2025	Common Stock	16,639
Employee Stock Option (Right to Buy)	\$ 29.26	03/01/2019		M		1,166		<u>(4)</u>	02/24/2026	Common Stock	1,166
Employee Stock Option (Right to Buy)	\$ 46.22	03/01/2019		M		1,422		<u>(4)</u>	02/22/2027	Common Stock	1,422
Employee Stock Option (Right to Buy)	\$ 74.5	03/01/2019		M		1,748		<u>(4)</u>	02/14/2028	Common Stock	1,748

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Colleran David
C/O INSULET CORPORATION
100 NAGOG PARK
ACTON, MA 01720

SVP, Secretary and GC

Signatures

/s/ David

03/05/2019

Colleran

__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 1,443 restricted stock units granted on February 22, 2017, which vest on February 22, 2020; and 1,790 restricted stock units granted on February 14, 2018, which vest as to one-half of the total units on February 14, 2020 and one-half of the total units on February 14, 2021, subject to continued employment. Vested shares will be delivered to the reporting person as soon as practicable following a vesting date.

(2) The price reported represents the weighted average sale price of the shares sold. The shares were sold at varying prices in the range of \$94.37 to \$94.99. 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.

(3) 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.

(4) 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.

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