INSULET CORP Form 4 February 26, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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may continue.

Check this box

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Petrovic Shacey

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle) (Last) (First)

INSULET CORP [PODD] 3. Date of Earliest Transaction

Director 10% Owner

(Check all applicable)

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

(Month/Day/Year) 02/24/2016

X_ Officer (give title Other (specify below)

President, Diabetes Products

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

BILLERICA, MA 01821

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

6. Ownership 7. Nature of Form: Direct Indirect Securities Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported

(A) (D) Amount

Transaction(s) (Instr. 3 and 4) Price

Common Stock

02/24/2016

\$0 Α 21,360

 $79,522 \frac{(1)}{(2)}$ 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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	5. Number of orDerivative 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)	\$ 29.26	02/24/2016		A	58,302	<u>(4)</u>	02/24/2026	Common Stock	58,302

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
Petrovic Shacey C/O INSULET CORPORATION 600 TECHNOLOGY PARK DRIVE, SUITE 200 BILLERICA, MA 01821			President, Diabetes Products			

Signatures

/s/ David Colleran, attorney-in-fact

02/26/2016

**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).
- The 21,360 restricted stock units vest one-third of the total units on February 24, 2017, one-third of the total units on February 24, 2018 and one-third of the total units on February 24, 2019, subject to continued employment. Vested shares will be delivered to the reporting person as soon as practicable following a vesting date.
 - Includes 37,977 restricted stock units granted on February 9, 2015, which vest one-half of the total units on February 9, 2017 and one-half of the total units on February 9, 2018; and 6,813 performance share units granted on April 1, 2015, which vest one-third of the total
- (2) performance share units on April 1, 2016, one-third of the total performance share units on April 1, 2017 and one-third of the total 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.
- (3) Includes 712 shares acquired under the Insulet Corporation 2007 Employee Stock Purchase Plan on December 31, 2015.
- (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. 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.

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