

INSULET CORP
Form 4
March 04, 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
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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dorval Allison

(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)
03/02/2015

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)

Chief Financial Officer

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 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)
Common Stock	03/02/2015		A	10,253	A \$ 0	39,080 ⁽¹⁾ ⁽²⁾ ₍₃₎	D
Common Stock	03/03/2015		F	851 ⁽⁴⁾	D \$ 31.37	38,229 ⁽³⁾ ⁽⁵⁾	D

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

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(9-02)

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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)
Employee Stock Option (Right to Buy)	\$ 32.51	03/02/2015		A	14,607	(6) 03/02/2025	Common Stock 14,607

Reporting Owners

Reporting Owner Name / Address	Relationships
Dorval Allison C/O INSULET CORPORATION 600 TECHNOLOGY PARK DRIVE, SUITE 200 BILLERICA, MA 01821	Director 10% Owner Officer Other Chief Financial Officer

Signatures

/s/ R. Anthony Diehl, attorney
in fact 03/04/2015

**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).
- The 10,253 restricted stock units vest one-third of the total units on March 2, 2016, one-third of the total units on March 2, 2017 and
- (1) one-third of the total units on March 2, 2018, subject to continued employment. Vested shares will be delivered to the reporting person as soon as practicable following a vesting date.
 - (2) Includes 5,000 restricted stock units granted on April 1, 2012, which vest one-half of the total units on April 1, 2015 and one-half of the total units on April 1, 2016; 6,000 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; and 8,000 restricted stock units granted on March 3, 2014, which vest one-third of the total units on March 3, 2015, one-third of the total units on March 3, 2016 and one-third of the total units on March 3, 2017, subject to continued employment. Vested shares will be delivered to the reporting person as soon as practicable following a vesting date.
 - (3) Includes an aggregate of 342 shares acquired under the Insulet Corporation 2007 Employee Stock Purchase Plan on December 31, 2013.
 - (4) This transaction represents the withholding of shares received upon the vesting of restricted stock units to cover the associated tax obligations.

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- Includes 5,000 restricted stock units granted on April 1, 2012, which vest one-half of the total units on April 1, 2015 and one-half of the total units on April 1, 2016; 6,000 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; 5,334 restricted stock units granted on March 3, 2014, which vest one-half of the total units on March 3, 2016 and one-half of the total units on March 3, 2017; and 10,253 restricted stock units granted on March 2, 2015, which vest one-third of the total units on March 2, 2016, one-third of the total units on March 2, 2017 and one-third of the total units on March 2, 2018. Vested shares will be delivered to the reporting person as soon as practicable following a vesting date.
- (5)
- (6) 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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