INSULET CORP Form 4 April 03, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Devlin Peter		orting Person *	2. Issuer Name and Ticker or Trading Symbol INSULET CORP [PODD]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
C/O INSULI OAK PARK		RATION, 9	04/01/2014	X Officer (give title Other (specification) Chief Commercial Officer		
(Street) BEDFORD, MA 01730			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	Table Table	e I - Non-D	erivative (Securi	ities Acqu	uired, Disposed of	, or Beneficiall	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ties A	equired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Di	spose	d of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			C = V		or	ъ.	(Instr. 3 and 4)		
~			Code V	Amount	(D)	Price			
Common	04/01/2014		F	2,599	D	\$	79,668 (2)	D	
Stock				(1)		48.31			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

Edgar Filing: INSULET CORP - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3 and 4)	Own
	Security				Acquired					Follo
	·				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Amoun	f	
								or	·	
						Date	Expiration	Title Numbe	r	
						Exercisable	Date	of	ı	
				Code V	(A) (D)			Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Devlin Peter C/O INSULET CORPORATION 9 OAK PARK DRIVE BEDFORD, MA 01730

Chief Commercial Officer

Signatures

/s/ R. Anthony Diehl, attorney in fact

04/03/2014

Date

**Signature of Reporting Person

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).
- This transaction represents the withholding of shares received upon the vesting of restricted stock units to cover the associated tax obligations.

Includes 11,000 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; 12,600 restricted stock units granted on March 1, 2013 which vest one-third of the total units on March 1, 2015, one-third of the total units on March 1, 2016 and one-third of the total units on March 1, 2017; 11,334 performance share units

(2) granted on March 1, 2013 which vest one-half of the total units on March 1, 2015 and one-half of the total units on March 1, 2016; and 10,000 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. Vested shares will be delivered to the reporting person as soon as practicable following a vesting date.

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.

Reporting Owners 2