INSULET CORP Form 4 March 05, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * DeSisto Duane

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

INSULET CORP [PODD]

(Check all applicable)

OMB

Number:

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3235-0287

January 31,

2005

0.5

C/O INSULET CORPORATION, 9

(First)

3. Date of Earliest Transaction

(Month/Day/Year)

03/01/2014

_X__ Director 10% Owner X_ Officer (give title Other (specify below) President and CEO

OAK PARK DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

BEDFORD, MA 01730

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquii	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit ord Dispos (Instr. 3,	sed of		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	03/01/2014		A	60,000	A	\$ 0	244,293 <u>(1)</u> (2) (3)	D	
Common Stock	03/01/2014		F	22,840 (4)	D	\$ 47.41	221,453 <u>(3)</u> <u>(5)</u>	D	
Common Stock	03/03/2014		M	20,000	A	\$ 6.83	241,453 <u>(3)</u> <u>(5)</u>	D	
Common Stock	03/03/2014		S(6)	20,000	D	\$ 45.8049 (7)	221,453 (3) (5)	D	
Common Stock	03/03/2014		A	44,000	A	\$0	265,453 (3) (5) (8)	D	

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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 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. Transactio Code (Instr. 8)	5. Number of Derivative Securities (A) or Dis (D) (Instr. 3, 4	Acquired sposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Employee Stock Option (Right to Buy)	\$ 47.32	03/03/2014		A	29,500		<u>(9)</u>	03/03/2024	Common Stock	29,:
Employee Stock Option (Right to Buy)	\$ 6.83	03/03/2014		M		20,000	<u>(9)</u>	02/26/2019	Common Stock	20,0

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DeSisto Duane C/O INSULET CORPORATION 9 OAK PARK DRIVE BEDFORD, MA 01730	X		President and CEO				

Signatures

/s/ R. Anthony Diehl, attorney in fact 03/04/2014

**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)

Reporting Owners 2

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The 60,000 performance share units were granted on March 1, 2013, and the Compensation Committee of the Board of Directors subsequently determined the performance share units were earned based on the performance of the Company. 20,000 performance share units vested on March 1, 2014, and the remaining 40,000 performance share units vest one-half of the total units on March 1, 2015 and one-half of the total units on March 1, 2016. Vested shares will be delivered to the reporting person as soon as practicable following a vesting date.

- Includes 52,500 restricted stock units granted on April 1, 2012, which vest one-third of the total units on April 1, 2014, one-third of the total units on April 1, 2015 and one-third of the total units on April 1, 2016; and 45,000 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. Vested shares will be delivered to the reporting person as soon as practicable following a vesting date.
 - Includes an aggregate of 9,137 shares acquired under the Insulet Corporation Amended and Restated 2007 Employee Stock Purchase Plan on the following dates: 219 shares acquired on December 31, 2007; 694 shares acquired on June 30, 2008; 1,429 shares acquired on December 31, 2008; 1,431 shares acquired on June 30, 2009; 772 shares acquired on December 31, 2009; 749 shares acquired on June 30, 2010; 732 shares acquired on December 31, 2010; 532 shares acquired on June 30, 2011; 640 shares acquired on December 30, 2011; 580
- 2010; 732 shares acquired on December 31, 2010; 532 shares acquired on June 30, 2011; 640 shares acquired on December 30, 2011; 580 shares acquired on June 29, 2012; 589 shares acquired on December 31, 2012; 410 shares acquired on June 28, 2013; and 360 shares acquired on December 31, 2013.
- (4) This transaction represents the withholding of shares received upon the vesting of restricted stock units and performance share units to cover the associated tax obligations.
 - Includes 52,500 restricted stock units granted on April 1, 2012, which vest one-third of the total units on April 1, 2014, one-third of the total units on April 1, 2015 and one-third of the total units on April 1, 2016; 45,000 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; and 40,000 performance share units 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. Vested shares will be delivered to the reporting person as soon as practiable following a vesting date.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 9, 2013.
- The price reported represents the weighted average sale price of the shares sold. The shares were sold at varying prices in the range of (7) \$45.12 to \$46.78. 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 44,000 restricted stock units 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.
- (9) 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.