

NanoString Technologies Inc
 Form 4
 June 16, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SAUNDERS BARNEY

2. Issuer Name and Ticker or Trading Symbol
NanoString Technologies Inc [NSTG]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
**530 FAIRVIEW AVENUE
 N., SUITE 2000**

3. Date of Earliest Transaction (Month/Day/Year)
06/12/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & GM, Life Sciences

SEATTLE, WA 98109

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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	06/12/2014		M		17,764	A	\$ 1.92
Common Stock	06/12/2014		M		10,236	A	\$ 2.24
Common Stock	06/12/2014		S		28,000	D	\$ 15.0373
							<u>(1)</u>

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

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sold at each separate price within the range set forth herein.

This option is subject to an early exercise provision and is immediately exercisable. 15% of the shares subject to the option vested on

- (2) March 1, 2012 (the "Vesting Commencement Date") and 1/48th of the remaining shares subject to the option vested on the one month anniversary of the Vesting Commencement Date and each month thereafter, such that the option will be fully vested on March 1, 2016.

25% of the shares subject to the option vest on the one-year anniversary of September 20, 2010 (the "Vesting Commencement Date") and

- (3) 1/48th of the total shares subject to the option vested on the one month anniversary of the Vesting Commencement Date and each month thereafter, such that the option will be fully vested on September 20, 2014.

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.