

INSULET CORP  
Form 4  
March 03, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 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 \*  
Zakrzewski Joseph S

(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)  
03/02/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

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 (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	03/02/2017		M		9,520	A	\$ 18.75
					37,369	(1)	D
Common Stock	03/02/2017		M		18,480	A	\$ 7.06
					55,849	(1)	D
Common Stock	03/02/2017		M		4,000	A	\$ 14.48
					59,849	(1)	D
Common Stock	03/02/2017		M		4,000	A	\$ 20.9
					63,849	(1)	D
	03/02/2017		M		4,000	A	\$ 17.75
					67,849	(1)	D

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Common Stock							
Common Stock	03/02/2017		S	4,000	D	\$ 48.031	63,849 <sup>(1)</sup> D
Common Stock	03/02/2017		S	13,721	D	\$ 46.3133 <sup>(2)</sup>	50,128 <sup>(1)</sup> D
Common Stock	03/02/2017		S	22,279	D	\$ 46.9907 <sup>(3)</sup>	27,849 <sup>(1)</sup> D

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. 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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 18.75	03/02/2017		M	9,520	<sup>(4)</sup> 05/08/2018	Common Stock	9,520
Stock Option (Right to Buy)	\$ 7.06	03/02/2017		M	18,480	<sup>(5)</sup> 07/30/2019	Common Stock	18,480
Stock Option (Right to Buy)	\$ 14.48	03/02/2017		M	4,000	<sup>(5)</sup> 06/01/2020	Common Stock	4,000
Stock Option (Right to Buy)	\$ 20.9	03/02/2017		M	4,000	<sup>(6)</sup> 05/12/2021	Common Stock	4,000

Stock Option (Right to Buy)	\$ 17.75	03/02/2017	M	4,000	<u>(7)</u>	06/01/2022	Common Stock	4,000
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zakrzewski Joseph S C/O INSULET CORPORATION 600 TECHNOLOGY PARK DRIVE, SUITE 200 BILLERICA, MA 01821	X			

## Signatures

/s/ David Colleran,  
attorney-in-fact

03/03/2017

\_\_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) Includes 3,810 restricted stock units granted on May 11, 2016, which vest on April 30, 2017; 1,000 restricted stock units granted on June 2, 2014, which vest on April 30, 2017; and 2,020 restricted stock units granted on May 13, 2015, which vest 50% of the total units on April 30, 2017 and 50% of the total units on April 30, 2018, subject to continued service as a director or consultant. Vested shares will be delivered to the reporting person as soon as practicable following a vesting date.

(2) The price reported represents the weighted average sale price of the shares sold. The shares were sold at varying prices in the range of \$45.65 to \$46.645. 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.

(3) The price reported represents the weighted average sale price of the shares sold. The shares were sold at varying prices in the range of \$46.66 to \$47.54. 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.

(4) This option is subject to a three-year vesting period with 50% of the total award vesting one year after the grant date, 25% of the total award vesting two years after the grant date and 25% of the total award vesting three years after the grant date, subject to continued service as a director or consultant.

(5) This option is subject to a three-year vesting period with 50% of the total award vesting on the first anniversary of the date of grant and 25% on each of the second and third anniversaries of the date of grant, subject to continued service as a director or consultant.

(6) This option shall vest as to 100% of the total award on April 30, 2017, subject to continued service as a director or consultant.

(7) This option is subject to a three-year vesting period with 50% of the total award vesting on April 30, 2013, 25% of the total award vesting on April 30, 2014 and 25% of the total award vesting on April 30, 2015, subject to continued service as a director or consultant.

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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