

Inogen Inc
Form 4
August 27, 2015

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 *
Anderson Ray Benjamin M

(Last) (First) (Middle)

C/O INOGEN, INC., 326 BOLLAY DRIVE

(Street)

GOLETA, CA 93117

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Inogen Inc [INGN]

3. Date of Earliest Transaction
(Month/Day/Year)
08/25/2015

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/25/2015		M	A	\$ 8.37	1,666	D
Common Stock	08/25/2015		M	A	\$ 16.62	10,554	D
Common Stock	08/25/2015		S	D	\$ 46.3476 <u>(1)</u>	4,996	D
Common Stock	08/25/2015		S	D	\$ 46.84	4,896	D

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

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Represents the weighted average share price of an aggregate total of 5,558 shares sold in the price range of \$45.72 to \$46.70 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (2) Subject to the reporting person's continuing service, 1/24th of the total shares subject to the option shall vest every month after April 1, 2014.
- (3) Expiration date incorrectly reported in Form 4 filed April 2, 2014. Correct expiration date is April 1, 2021.

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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