

Wilkinson Scott
Form 4
May 03, 2018

FORM 4

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

OMB APPROVAL

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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 *
Wilkinson Scott

(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)
05/01/2018

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)

President and CEO

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	(D)	Price
Common Stock	05/01/2018		M		9,198	A	\$ 16.62 33,674
Common Stock	05/01/2018		S ⁽¹⁾		800	D	\$ 167.3813 32,874
Common Stock	05/01/2018		S ⁽¹⁾		2,800	D	\$ 169.0707 30,074
Common Stock	05/01/2018		S ⁽¹⁾		1,600	D	\$ 170.3403 28,474

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Common Stock	05/01/2018	S ⁽¹⁾	2,400	D	\$ 171.1566	26,074	D
					(5)		
Common Stock	05/01/2018	S ⁽¹⁾	900	D	\$ 172.2467	25,174	D
					(6)		
Common Stock	05/01/2018	S ⁽¹⁾	300	D	\$ 173.3169	24,874	D
					(7)		
Common Stock	05/01/2018	S ⁽¹⁾	398	D	\$ 174	24,476	D

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

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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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (right to buy)	\$ 16.62	05/01/2018		M	9,198	(8) 04/01/2021	Common Stock	9,198

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wilkinson Scott C/O INOGEN, INC. 326 BOLLAY DRIVE GOLETA, CA 93117	X		President and CEO	

Signatures

/s/ Alison Bauerlein, as
attorney-in-fact

05/03/2018

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 15, 2017.
Represents the weighted average share price of an aggregate total of 800 shares sold in the price range of \$167.01 to \$168.00 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.
- (3) Represents the weighted average share price of an aggregate total of 2,800 shares sold in the price range of \$168.46 to \$169.23 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.
- (4) Represents the weighted average share price of an aggregate total of 1,600 shares sold in the price range of \$169.775 to \$170.710 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.
- (5) Represents the weighted average share price of an aggregate total of 2,400 shares sold in the price range of \$170.8600 to \$171.7225 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.
- (6) Represents the weighted average share price of an aggregate total of 900 shares sold in the price range of \$171.90 to \$172.67 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.
- (7) Represents the weighted average share price of an aggregate total of 300 shares sold in the price range of \$173.00 to \$173.68 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.
- (8) Subject to the reporting person's continuing service, 1/48th of the total shares subject to the option shall vest every month after March 1, 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.