

INSULET CORP
Form 4
January 17, 2014

FORM 4

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

OMB APPROVAL

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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 *
CRAWFORD SALLY

(Last) (First) (Middle)

**C/O INSULET CORPORATION, 9
OAK PARK DRIVE**

(Street)

BEDFORD, MA 01730

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INSULET CORP [PODD]

3. Date of Earliest Transaction
(Month/Day/Year)
01/17/2014

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)
			Code	V Amount (A) or (D) Price			
Common Stock	01/17/2014		M	1,000 A \$ 14.48	8,000 ⁽¹⁾	D	
Common Stock	01/17/2014		M	2,000 A \$ 20.9	10,000 ⁽¹⁾	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)

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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
Stock Option (Right to Buy)	\$ 14.48	01/17/2014		M	1,000	⁽²⁾ 06/01/2020	Common Stock	1,000
Stock Option (Right to Buy)	\$ 20.9	01/17/2014		M	2,000	⁽³⁾ 05/12/2021	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRAWFORD SALLY C/O INSULET CORPORATION 9 OAK PARK DRIVE BEDFORD, MA 01730		X		

Signatures

/s/ R. Anthony Diehl, attorney
in fact
Date: 01/17/2014

__Signature of Reporting Person

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).

Includes 1,000 restricted stock units granted on May 12, 2011 which fully vest on April 30, 2014; 2,000 restricted stock units granted on June 1, 2012 which vest 50% of the total units on April 30, 2014 and 50% of the total units on April 30, 2015; and 4,000 restricted stock units granted on June 3, 2013 which vest 50% of the total units on April 30, 2014, 25% of the total units on April 30, 2015 and 25% of the total units on April 30, 2016, 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) 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.

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- (3) This option is subject to a three-year vesting period with 50% of the total award vesting on April 30, 2012, 25% of the total award vesting on April 30, 2013 and 25% of the total award vesting on April 30, 2014, 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. 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.