INSULET CORP Form 3 May 14, 2007

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Smith Jefferey

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

05/14/2007

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

INSULET CORP [PODD]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O INSULET

CORPORATION, Â 9 OAK

PARK DRIVE

(Street)

10% Owner Director _X__ Officer

Vice President of Marketing

(Check all applicable)

Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One Reporting Person

BEDFORD, MAÂ 01730

(City) (State)

(Zip)

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership

Form: (Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date**

(Month/Day/Year)

Securities Underlying Derivative Security

3. Title and Amount of

4. 5. Conversion Ownership or Exercise Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

(Instr. 4) Title

Amount or

Price of Derivative Security

Derivative Security:

Direct (D)

Expiration Exercisable Date

Number of

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Stock Option (Right to Buy)

Shares

Shares

or Indirect (I) (Instr. 5)

Common Stock $\hat{A} \stackrel{(1)}{=} 07/08/2014$ $\hat{A} \stackrel{Common}{=} 137,054$ \$ 2.5 $\hat{A} \stackrel{(1)}{=} \hat{A}$

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Smith Jefferey

C/O INSULET CORPORATION 9 OAK PARK DRIVE

BEDFORD, MAÂ 01730

Signatures

/s/ R. Anthony Diehl, attorney in fact 05/14/2007

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).

This option may be exercised at any time, whether vested or not, but, upon termination of employment, we may repurchase any unvested (1) shares at the exercise price paid for the shares. This option vested 25% on June 14, 2005 with the remainder vesting in equal monthly installments each month thereafter for 36 months, subject to continued employment.

Â

Remarks:

Exhibit 24 ? Power of Attorney

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.

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