INSULET CORP Form 4 January 17, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

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(b).

Common

Common

Stock

Stock

01/17/2014

01/17/2014

See Instruction

1. Name and Address of Reporting Person * CRAWFORD SALLY				2. Issuer Name and Ticker or Trading Symbol INSULET CORP [PODD]			5. Relationship of Reporting Person(s) to Issuer			
(1	Last)	(First) (1	Middle)	3. Date of (Month/D	Earliest Tr	ansaction		(Check all applicable) X Director 10% Owner		
	INSULE PARK I	T CORPORAT DRIVE	TION, 9	01/17/20	•			Officer (give below)		er (specify
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
BED	FORD, N	М А 01730		Filed(Mon	nth/Day/Year)		Applicable Line) _X_ Form filed by 0 Form filed by N Person	1 0	
((City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title Securi (Instr.	ity (2. Transaction Date Month/Day/Year)	Execution any	med on Date, if Day/Year)	Code (Instr. 8)		ies Acquired sposed of (D) 4 and 5) (A) or (D) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	

Code V

M

M

Amount (D)

Α

1,000

2,000

Price

14.48

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

8,000 (1)

\$ 20.9 10,000 (1)

D

D

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

De

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. Transactic Code (Instr. 8)	Transaction Derivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 14.48	01/17/2014		M	1,000	<u>(2)</u>	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 01/17/2014

**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).
- 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
- (1) 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.