ROBERTS BRIAN K

Form 4

October 02, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ROBERTS BRIAN K Issuer Symbol INSULET CORP [PODD] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X_ Officer (give title) C/O INSULET CORPORATION, 9 10/01/2012 below) OAK PARK DRIVE Chief Financial Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

BEDFORD, MA 01730

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative Sec	curities Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	Omr Disposed (Instr. 3, 4 and (Instr. 3)	` ′	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)
Common Stock	10/01/2012		M	10,000 A	\$ 5.11	87,995 <u>(1)</u>	D	
Common Stock	10/01/2012		S(2)	10,000 D	\$ 21.554 (3)	77,995 (1)	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 orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 5.11	10/01/2012		M	10,000	<u>(4)</u>	03/05/2019	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROBERTS BRIAN K C/O INSULET CORPORATION 9 OAK PARK DRIVE BEDFORD, MA 01730

Chief Financial Officer

Signatures

/s/ R. Anthony Diehl, attorney in fact

10/02/2012

Date

**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 8,000 restricted stock units granted on March 1, 2010 which vest on March 1, 2013; 16,000 restricted stock units granted on

stock units granted on March 1, 2011 which vest one-half of the total units on December 31, 2012 and one-half of the total units on December 31, 2013; and 25,000 restricted stock units granted on April 1, 2012 which vest one-quarter of the total units on April 1, 2013, one-quarter of the total units on April 1, 2014, one-quarter of the total units on April 1, 2015 and one-quarter of the total units on April 1, 2016. Vested shares will be delivered to the reporting person as soon as practicable following a vesting date.

March 1, 2011 which vest one-half of the total units on March 1, 2013 and one-half the total units on March 1, 2014; 7,500 restricted

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 16, 2011
- The price reported represents the weighted average sale price of the shares sold. The shares were sold at varying prices in the range of (3) \$21.36 to \$21.79. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.

(4)

Reporting Owners 2

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This option is subject to a four-year vesting period, with 25% of the total award vesting one year after the grant date and the remainder vesting in equal quarterly installments each quarter thereafter for 12 quarters, subject to continued employment.

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.