

Penumbra Inc
Form 4
September 23, 2015

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 *
Evans Robert D.

(Last) (First) (Middle)
ONE PENUMBRA PLACE, 1351
HARBOR BAY PARKWAY
(Street)

ALAMEDA, CA 94502

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Penumbra Inc [PEN]

3. Date of Earliest Transaction
(Month/Day/Year)
09/23/2015

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)
EVP, Gen. Counsel & Secretary

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	09/23/2015		C		1,000	A	1.00	1,000	D	
Common Stock	09/23/2015		C		45,937	A	1.00	217,233 (2)	I	By Trust (3)
Common Stock	09/23/2015		C		47,022	A	1.00	264,255 (2)	I	By Trust (3)
Common Stock	09/23/2015		C		27,041	A	1.00	291,296 (2)	I	By Trust (3)

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

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(9-02)

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 Security (Instr. 3 and 4)	Amount or Number of Shares
					V	(A)	(D)	Date Exercisable	Expiration Date		
Stock Option (right to buy)	\$ 22.04	08/12/2015		A		50,000		(4)	08/11/2025	Common Stock	50,000
Series B Preferred Stock	(1)	09/23/2015		C		1,000		(1)	(1)	Common Stock	1,000
Series B Preferred Stock	(1)	09/23/2015		C		45,937		(1)	(1)	Common Stock	45,937
Series C Preferred Stock	(1)	09/23/2015		C		47,022		(1)	(1)	Common Stock	47,022
Series D Preferred Stock	(1)	09/23/2015		C		27,041		(1)	(1)	Common Stock	27,041

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Evans Robert D. ONE PENUMBRA PLACE 1351 HARBOR BAY PARKWAY ALAMEDA, CA 94502			EVP, Gen. Counsel & Secretary	

Signatures

/s/ Sukhindra Mata, as attorney-in-fact for Robert D. Evans
09/23/2015

__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 Series B, Series C and Series D Preferred Stock automatically converted into Common Stock on a 1:1 basis upon closing of the Issuer's initial public offering of Common Stock and had no expiration date.
- (2) A portion of these shares is subject to vesting.
- (3) Shares are held by The 2010 Robert D. Evans and Norma J. Evans Revocable Trust u/d/t dated November 11, 2010.

The option was granted prior to the date on which the Reporting Person became subject to Section 16. The original option grant vests

- (4) over four years, with 25% of the shares vesting on August 1, 2016 and 1/48 vesting each month thereafter and was previously reported on Form 3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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