Shah Amit Form 4 April 16, 2012

## FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

if no longer subject to Section 16. Form 4 or

Check this box

Expires: January 31, 2005

10% Owner

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 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 \*

2. Issuer Name **and** Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Shah Amit

Symbol InvenSense Inc [INVN]

(Check all applicable)

(Last) (First) (Middle)

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

\_X\_ Director

1197 BORREGAS AVENUE

04/14/2012

 $\frac{\text{Officer (give title }}{\text{below})} \frac{\text{Other (specify below)}}{}$ 

(Street) 4. If Amendment, Date Original

 Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ 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

SUNNYVALE, CA 94089

Security

(Instr. 3)

(City) (State) (Zip)

1.Title of 2. Transaction Date 2A. Deemed

2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if any Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Form: Direct Indirect
Beneficially (D) or Indirect Beneficial
Owned (I) Ownership
Following (Instr. 4) (Instr. 4)

(A) Reported
Transaction(s)
or (Instr. 3 and 4)

Code V Amount (D) Price

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

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 Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti		6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	
,	or Exercise Price of		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A)	(Month/Day/Year)	(Instr. 3 and 4)	

### Edgar Filing: Shah Amit - Form 4

Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V Expiration Title (A) (D) Date Amount Exercisable Date Number of Shares Stock Option Common (1) 04/13/2022 20,000 \$ 15.58 04/14/2012 A 20,000 Stock

## **Reporting Owners**

Relationships Reporting Owner Name / Address

10% Owner Officer Director Other

Shah Amit

1197 BORREGAS AVENUE X SUNNYVALE, CA 94089

## **Signatures**

(Right to Buy)

Alan Krock, 04/16/2012 Attorney-In-Fact

\*\*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).
- The option vests over 1 year following the vesting commencement date of November 15, 2012, at the rate of 1/12th per **(1)**

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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