InvenSense Inc Form 4 September 11, 2013

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

Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction 1(b).

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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1. Name and Address of Reporting Person *

STANG ERIC B

(First) (Middle)

(Last)

1745 TECHNOLOGY DRIVE

SAN JOSE, CA 95110

(City)

1.Title of

Security

(Instr. 3)

(Street)

(State)

(Zip)

2. Transaction Date 2A. Deemed

Filed(Month/Day/Year)

09/04/2013

(Month/Day/Year)

Symbol

4. If Amendment, Date Original

InvenSense Inc [INVN]

3. Date of Earliest Transaction

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

> Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

> > (A) or 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 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise (Instr. 3) Price of (Month/Day/Year)

5. Number of 4. TransactionDerivative Code Securities (Instr. 8) Acquired (A)

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

OMB APPROVAL

OMB 3235-0287 Number: January 31,

Estimated average burden hours per

Expires:

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person

(Check all applicable)

Issuer

below)

X Director

Applicable Line)

Officer (give title

response... 0.5

10% Owner

Other (specify

2005

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	Derivative Security			or Dispose (D) (Instr. 3, 4 and 5)					
			Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 18	09/04/2013	A	90,000		<u>(1)</u>	09/04/2023	Common Stock	90,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 6	Director	10% Owner	Officer	Other		
STANG ERIC B 1745 TECHNOLOGY DRIVE SAN JOSE, CA 95110	X					

Signatures

/s/ Jim Callas, attorney-in-fact for Eric B
Stang

**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) Option will vest 1/48th per month from September 4, 2013.

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.

Reporting Owners 2