InvenSense Inc Form 4 October 28, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

January 31,

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0.5

Check this box if no longer subject to Section 16. 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

(Print or Type Responses)

10/24/2013

Stock

1(b).

1197 BORREGAS AVENUE 10/24/2013 _X_ Officer (give title	g Person(s) to	
(Month/Day/Year)X_ Director 1197 BORREGAS AVENUE 10/24/2013X_ Officer (give title	icable)	
1197 BORREGAS AVENUE 10/24/2013 _X_ Officer (give title		
	10% Owner	
below) below	e title Other (specify below)	
CEO and Pres	sident	
(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group	p Filing(Check	
Filed(Month/Day/Year) Applicable Line)		
SUNNYVALE, CA 94089 Form filed by One Report Form filed by More than C Person	_	

(City)	(State)	(Zip) Tabl	le I - Non-D	Derivative S	Securities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date		3.		ies Acquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction	on(A) or Dis	sposed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	4 and 5)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)			Owned	(D) or	Ownership
						Following	Indirect (I)	(Instr. 4)
					(4)	Reported	(Instr. 4)	
					(A)	Transaction(s)		
			C-1- V	A 4	or (D) Doi:	(Instr. 3 and 4)		
			Code V	Amount	(D) Price			
Common	10/24/2012		E	45,599	D \$	260 171	D	

(1)

D

19.04

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

F

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SEC 1474

(9-02)

369,171

D

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

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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)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title Amoun Underly Securiti (Instr. 3	t of ying es	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Abdi Behrooz L. 1197 BORREGAS AVENUE SUNNYVALE, CA 94089	X		CEO and President				

Signatures

/s/ Jim Callas, attorney in fact for Behrooz L.
Abdi

**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) Payment of tax liability through withholding of shares in connection with the vesting of a security issued in accordance with Rule 16b-3. 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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