Inogen Inc Form 3 February 12, 2014

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

OMB APPROVAL

OMB Number:

3235-0104

0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

Estimated average burden hours per response...

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)

(Last)

1. Name and Address of Reporting Person *

Anderson Ray Benjamin M

(First) (Middle) Statement

(Month/Day/Year)

02/12/2014

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Inogen Inc [INGN]

326 BOLLAY DRIVE

(Street)

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

_X__ Director 10% Owner Officer Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One

Reporting Person

GOLETA, CAÂ 93117

(City) (State) (Zip)

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form: Direct (D)

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership

(Instr. 5)

or Indirect (I) (Instr. 5)

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

SEC 1473 (7-02)

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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date**

(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise

Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Expiration Date Exercisable

Date

Amount or Title Number of Shares

Derivative Security: Security Direct (D)

or Indirect (I) (Instr. 5)

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Stock Option (right to buy) $\hat{A} \stackrel{(1)}{=} 10/10/2023 \stackrel{Common}{Stock} 1,666 8.37 D \hat{A}

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Anderson Ray Benjamin M

326 BOLLAY DRIVE Â X Â Â Â

Signatures

GOLETA, CAÂ 93117

/s/ Alison Bauerlein, as
Attorney-in-Fact
02/12/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).

Subject to the reporting person's continuing service, one twelfth (1/12th) of the shares subject to the option shall vest each month on the (1) same day as the vesting commencement date, such that the shares subject to the option shall become fully vested and exercisable on the one (1) year anniversary of the vesting commencement date. The vesting commencement date for this option is October 1, 2013.

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Remarks:

Exhibit 24 - Power of Attorney

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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