Edgar Filing: InvenSense Inc - Form 4

InvenSense Form 4	Inc												
August 29, 2	2014												
FORM			CECU		с /			NCECC	MARCION		PROVAL		
	UNITED			AND EX , D.C. 20		NGE CC	MMISSION	OMB Number:	3235-0287				
Check this box if no longer							- ~			Expires:	January 31, 2005		
subject to Section 16. Form 4 or			F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated average burden hours per response (
Form 5 obligation may com <i>See</i> Instru- 1(b).	ons Section 17(a) of the l	Public U	Itility H	Iol	ding Cor	npan	•	Act of 1934, 935 or Section				
(Print or Type	Responses)												
1. Name and A KROCK A	Address of Reporting LAN	Person <u>*</u>	Symbol			d Ticker or	Tradi	0	. Relationship of H ssuer	Reporting Pers	on(s) to		
(It)	(First) ((InvenS		-				(Check all applicable)				
(Last)	(First) (.	Middle)	3. Date of (Month/			ransaction			Director 10% Owner				
1745 TECH	INOLOGY DRIV	Έ)8/27/2014 -					_X_ Officer (give title Other (specify below)				
(Street) 4. If Am					t, D	ate Origina	ıl	6	6. Individual or Joint/Group Filing(Check				
SAN IOSE	, CA 95110		Filed(Mo	onth/Day/	Yea	r)			Applicable Line) X_ Form filed by Or Form filed by Mo				
(City)	(State)	(Zip)	7 1			.	G		erson	D (* 11			
		-)n-I			-	red, Disposed of,		•		
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)				Transaction Disposed of (D) Code (Instr. 3, 4 and 5)Securities Beneficially Owned Following Reported					Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
							(A) or		Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
Common	08/27/2014			Code M	V	Amount 5,350	(D) A	Price \$ 7.32	10,774	D			
Stock													
Common Stock	08/27/2014			S		5,350	D	\$ 25.0306 (1)	5,424	D			
Common Stock	08/27/2014			М		25,000	A	\$ 7.32	30,424	D			
Common Stock	08/27/2014			S		25,000	D	\$ 24.8843 (2)	5,424	D			
	08/27/2014			М		69,650	А	\$ 7.32	75,074	D			

Common Stock							
Common Stock	08/27/2014	S	69,650	D	\$ 25.0324 (3)	5,424	D
Common Stock	08/28/2014	М	25,000	А	\$ 7.32	30,424	D
Common Stock	08/28/2014	S	25,000	D	\$ 25.3326 (4)	5,424	D

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 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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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 Securities (Instr. 3 and 4)		8 1 5 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 7.32	08/27/2014		М	5,350	<u>(5)</u>	07/09/2021	Common Stock	5,350	
Stock Option (right to buy)	\$ 7.32	08/27/2014		М	25,000	<u>(5)</u>	07/09/2021	Common Stock	25,000	
Stock Option (right to buy)	\$ 7.32	08/27/2014		М	69,650	(5)	07/09/2021	Common Stock	69,650	
Stock Option (right to buy)	\$ 7.32	08/28/2014		М	25,000	(5)	07/09/2021	Common Stock	25,000	

8 E S

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
KROCK ALAN 1745 TECHNOLOGY DRIVE SAN JOSE, CA 95110			Chief Financial Officer					
Signatures								
/s/Adam Tachner,Attorney-in-Fa Krock	Alan	08/29/2014						
**Signature of Reporting Pers	son		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).

This transaction was executed in multiple trades at prices ranging from \$25.00 to \$25.22; the price reported above reflects the weighted
 (1) average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request

This transaction was executed in multiple trades at prices ranging from \$24.75 to \$25.10; the price reported above reflects the weighted

(2) average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request

This transaction was executed in multiple trades at prices ranging from \$25.00 to \$25.14; the price reported above reflects the weighted(3) average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request

This transaction was executed in multiple trades at prices ranging from \$25.25 to \$25.46; the price reported above reflects the weighted
 (4) average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request

(5) 25% of the shares (500,000) subject to the option vest 1 year following the vesting commencement date of May 31, 2011, with monthly vesting thereafter at the rate of 1/48th per month.

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.