

InvenSense Inc  
Form 4  
February 17, 2016

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Goehl Daniel

(Last) (First) (Middle)

C/O INVENSENSE INC., 1745  
TECHNOLOGY DRIVE

(Street)

SAN JOSE, CA 95110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
InvenSense Inc [INVN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/15/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

VPWorldwide Sales

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

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**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/15/2016		M	3,750 A \$ 0 <sup>(1)</sup>	23,750	D	
Common Stock	02/15/2016		M	2,000 A \$ 0 <sup>(1)</sup>	25,750	D	
Common Stock	02/16/2016		S <sup>(2)</sup>	5,750 D \$ 6.9394 <sup>(3)</sup>	20,000	D	

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

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SEC 1474 (9-02)



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staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares and prices at which the transactions were effected.

- Subject to the Reporting Person's continuing employment and the provisions in the Invensense's standard form of RSU award agreement,
- (4) the shares will commence vesting as of the Grant Date and vest at a rate of 25% annually. Shares will be delivered to the reporting person on each vest date.

- Subject to the Reporting Person's continuing employment and the provisions in Invensense's standard form of RSU award agreement,
- (5) 25% of the shares will vest one year from the Grant Date, 25% of the shares will vest on 8/15/15, 25% of the shares will vest on 11/15/15 and 25% of the shares will vest on 2/15/16. Shares will be delivered to the reporting person on each vest date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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