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InvenSense Inc Form 4 May 17, 2017 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).									
(Print or Type Responses)									
1. Name and Address of Reporting Person <u>*</u> Goehl Daniel	2. Issuer Name and Symbol InvenSense Inc [r Name and Ticker or Trading			5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle)		3. Date of Earliest Transaction			(Checl)			
C/O INVENSENSE INC., 1745 TECHNOLOGY DRIVE	(Month/Day/Year) 05/15/2017	/Day/Year)				Director 10% Owner X_ Officer (give title Other (specify below) VPWorldwide Sales			
(Street)	4. If Amendment, Day/Yea	-			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
SAN JOSE, CA 95110					Person	lore than One Re	porung		
(City) (State) (Zip)	Table I - Non-I	Derivative	Securi	ities Acqu	iired, Disposed of	, or Beneficial	ly Owned		
(Instr. 3) any		Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
	Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common 05/15/2017 Stock	М	16,250	А	\$ 0 <u>(1)</u>	33,307	D			
Common 05/16/2017 Stock	S	6,127 (2)	D	\$ 12.98	27,180	D			
Common 05/16/2017 Stock	S	1,893 (<u>3)</u>	D	\$ 12.98	25,287	D			

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

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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. Transactio Code (Instr. 8)	5. Numbe orDerivative Securities (A) or Dis (D) (Instr. 3, 4	e Acquired sposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Restricted Stock Unit (RSU)	\$ 0 <u>(1)</u>	05/15/2017		А	30,000		(4)	<u>(4)</u>	Common Stock	30,000
Restricted Stock Unit (RSU)	\$ 0 <u>(1)</u>	05/15/2017		М		16,250	<u>(4)</u>	<u>(4)</u>	Common Stock	16,250

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting O when I tunic / I turi cos	Director	10% Owner	Officer	Other			
Goehl Daniel							
C/O INVENSENSE INC.			VPWorldwide				
1745 TECHNOLOGY DRIVE			Sales				
SAN JOSE, CA 95110							
Signatures							

Signatures

David Young, Attorney-in-Fact For: Daniel Goehl

> **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).
- Each Restricted Stock Unit ("RSU") represents a contingent right to receive at settlement one share of Invensense common stock at no (1) cost.

05/17/2017

- In connection with the vesting and delivery of restricted stock units, shares were sold and the net proceeds were used to pay required (2)withholding taxes.
- In connection with the vesting and delivery of restricted stock, shares were sold and the net proceeds were used to pay required (3)withholding taxes.
- 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.

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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