

Myers Byron
Form 4
June 11, 2018

FORM 4

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

OMB APPROVAL

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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 *
Myers Byron

(Last) (First) (Middle)

C/O INOGEN, INC., 326 BOLLAY DRIVE

(Street)

GOLETA, CA 93117

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Inogen Inc [INGN]

3. Date of Earliest Transaction (Month/Day/Year)
06/07/2018

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)

EVP, Sales and Marketing

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 or Price		
Common Stock	06/07/2018		M		1,171 A \$ 0.6	D	
Common Stock	06/07/2018		S ⁽¹⁾		1,171 D \$ 190.42	D	
Common Stock	06/07/2018		S ⁽¹⁾		816 D \$ 182.4881	D	
Common Stock	06/07/2018		S ⁽¹⁾		2,492 D \$ 183.989	D	
Common Stock	06/07/2018		S ⁽¹⁾		100 D \$ 184.4925	D	

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Common Stock	06/07/2018	S ⁽¹⁾	2,141	D	\$ 186.2843	41,725	D
					(5)		
Common Stock	06/07/2018	S ⁽¹⁾	1,250	D	\$ 187.8117	40,475	D
					(6)		
Common Stock	06/07/2018	S ⁽¹⁾	2,000	D	\$ 189.0665	38,475	D
					(7)		
Common Stock	06/07/2018	S ⁽¹⁾	1,200	D	\$ 190.4325	37,275	D
					(8)		

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

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities 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. Derivative Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 0.6	06/07/2018		M	1,171	(9) 02/24/2020	Common Stock	1,171	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Myers Byron C/O INOGEN, INC. 326 BOLLAY DRIVE	Officer EVP, Sales and Marketing

GOLETA, CA 93117

Signatures

/s/ Alison Bauerlein, as
Attorney-in-Fact

06/11/2018

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 2, 2018.

Represents the weighted average share price of an aggregate total of 1,171 shares sold in the price range of \$190.05 to \$190.82 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(3) Represents the weighted average share price of an aggregate total of 816 shares sold in the price range of \$182.27 to \$183.16 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(4) Represents the weighted average share price of an aggregate total of 2,492 shares sold in the price range of \$183.46 to \$184.44 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(5) Represents the weighted average share price of an aggregate total of 2,141 shares sold in the price range of \$186.00 to \$186.84 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(6) Represents the weighted average share price of an aggregate total of 1,250 shares sold in the price range of \$187.50 to \$188.05 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(7) Represents the weighted average share price of an aggregate total of 2,000 shares sold in the price range of \$188.54 to \$189.50 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(8) Represents the weighted average share price of an aggregate total of 1,200 shares sold in the price range of \$190.11 to \$190.82 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(9) Subject to the reporting person's continued service, sixty percent (60%) of the shares subject to the option vested and became exercisable on the vesting commencement date, and thereafter, one thirtieth (1/30th) of the remaining shares subject to the option vested each month on the same day as the vesting commencement date, such that the shares subject to the option became fully vested and exercisable on the thirty (30) month anniversary of the vesting commencement date. The vesting commencement date for this option is February 24, 2010. This option is fully vested as of August 24, 2012.

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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