

InvenSense Inc
 Form 4
 May 18, 2015

FORM 4

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

OMB APPROVAL

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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)
 05/15/2015

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	05/15/2015		M	3,750 A \$ 0 ⁽¹⁾	3,750	D	
Common Stock	05/15/2015		M	2,000 A \$ 0 ⁽¹⁾	5,750	D	
Common Stock	05/15/2015		S ⁽²⁾	5,750 D \$ 14.4553 ⁽³⁾	0	D	
Common Stock	05/15/2015		A	20,000 ⁽⁴⁾ A \$ 0	20,000	D	

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)	Amount or Number of Shares
					V	(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Unit (RSU)	\$ 0 ⁽¹⁾	05/15/2015		M		3,750		⁽⁵⁾	⁽⁵⁾	Common Stock	3,750
Restricted Stock Unit (RSU)	\$ 0 ⁽¹⁾	05/15/2015		M		2,000		⁽⁶⁾	⁽⁶⁾	Common Stock	2,000
Stock Option (right to buy)	\$ 14.57	05/15/2015		A		80,000		⁽⁷⁾	05/15/2025	Common Stock	80,000

Reporting Owners

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

Signatures

/s/ Adam Tachner, Attorney-in-Fact for: Daniel Goehl
05/18/2015

__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) Each Restricted Stock Unit ("RSU") represents a contingent right to receive at settlement one share of InvenSense common stock at no cost.

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- (2) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 Sales Plan adopted by the reporting person on March 12, 2015. This transaction was executed in multiple trades at prices ranging from \$14.35 to \$14.60; the price reported above reflects the weighted 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
- (3) Represents a grant of unvested restricted stock. 25% of the award will vest and become subject to release from restrictions annually over the next four years beginning May 15, 2016.
- Subject to the Reporting Person's continuing employment and the provisions in the Invensense's standard form of RSU award agreement, 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, 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.
- (7) The option vests monthly over 4 years following the vesting commencement date of May 15, 2015, at the rate of 1/48 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.