

Colleran David
Form 4
February 15, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Colleran David

(Last) (First) (Middle)

C/O INSULET
CORPORATION, 600
TECHNOLOGY PARK DRIVE,
SUITE 200

(Street)

BILLERICA, MA 01821

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
INSULET CORP [PODD]

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)
SVP, Secretary and GC

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	02/13/2018		A		11,962 (1)	A	\$ 0 42,310 (2) (3) D
Common Stock	02/14/2018		A		2,685 (4)	A	\$ 0 44,995 (2) (3) D

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

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(9-02)

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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. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 74.5	02/14/2018		A	6,995	(5) 02/14/2028	Common Stock	6,995

Reporting Owners

Reporting Owner Name / Address	Relationships
Collieran David C/O INSULET CORPORATION 600 TECHNOLOGY PARK DRIVE, SUITE 200 BILLERICA, MA 01821	Director 10% Owner Officer SVP, Secretary and GC

Signatures

/s/ David Collieran 02/15/2018

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).

The 11,962 performance share units were granted on February 24, 2016, and the Compensation Committee of the Board of Directors determined on February 13, 2018 that the performance share units were earned based on the performance of the Company. The full award (1) remains subject to time-based vesting in accordance with the following schedule: one-half of the performance share units vest on the second anniversary of the date of grant and one-half of the performance share units vest on the third anniversary of the date of grant. Vested shares will be delivered to the reporting person as soon as practicable following a vesting date.

Includes 7,209 restricted stock units granted on June 29, 2015, which vest on June 29, 2018; 4,557 restricted stock units granted on February 24, 2016, which vest one-half of the total units on February 24, 2018 and one-half of the total units on February 24, 2019; and (2) 4,327 restricted stock units granted on February 22, 2017, which vest one-third of the total units on February 22, 2018, and one-third of the total units on February 22, 2019, and one-third of the total units on February 22, 2020, subject to continued employment. Vested shares will be delivered to the reporting person as soon as practicable following a vesting date.

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- (3) Includes an aggregate of 406 shares acquired under the Insulet Corporation 2007 Employee Stock Purchase Plan on the following dates: 94 shares acquired on November 30, 2016, 117 shares acquired on May 31, 2017 and 195 shares acquired on November 30, 2017.

The 2,685 restricted stock units vest one-third of the total units on February 14, 2019, one-third of the total units on February 14, 2020

- (4) and one-third of the total units on February 14, 2021, subject to continued employment. Vested shares will be delivered to the reporting person as soon as practicable following a vesting date.

- (5) This option is subject to a four-year vesting period with 25% of the total award vesting one year after the grant date and the remainder vesting in equal quarterly installments each quarter thereafter for 12 quarters, subject to continued employment.

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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