

Kosaraju Sridhar
Form 4
November 27, 2017

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 *
Kosaraju Sridhar

(Last) (First) (Middle)

ONE PENUMBRA PLACE

(Street)

ALAMEDA, CA 94502

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Penumbra Inc [PEN]

3. Date of Earliest Transaction
(Month/Day/Year)
11/22/2017

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 below) ___ Other (specify below)

CFO and Head of Strategy

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)
Common Stock	11/22/2017		S ⁽¹⁾	1,400 D	\$ 105.47 (2) 64,591	I	By Trust
Common Stock	11/22/2017		S ⁽¹⁾	1,100 D	\$ 106.53 (3) 63,491	I	By Trust
Common Stock	11/22/2017		S ⁽¹⁾	100 D	\$ 107.2 63,391	I	By Trust
Common Stock	11/24/2017		S ⁽¹⁾	1,040 D	\$ 103.51 (4) 62,351	I	By Trust

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Common Stock	11/24/2017		S ⁽¹⁾	900	D	\$ 104.42 (5)	61,451	I	By Trust
Common Stock	11/24/2017		S ⁽¹⁾	278	D	\$ 105.03 (6)	61,173	I	By Trust
Common Stock							302,431 (8)	(7) D	

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships
Kosaraju Sridhar ONE PENUMBRA PLACE ALAMEDA, CA 94502	Director 10% Owner Officer CFO and Head of Strategy

Signatures

/s/ Johanna Roberts, as attorney-in-fact for Sridhar Kosaraju
 **Signature of Reporting Person
 11/27/2017
 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 were effected pursuant to the Reporting Person's Rule 10b5-1 trading plan.

This transaction was executed in multiple trades at prices ranging from \$105.10 to \$106.05. The price reported above reflects the

(2) weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

This transaction was executed in multiple trades at prices ranging from \$106.10 to \$107.05. The price reported above reflects the

(3) weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

This transaction was executed in multiple trades at prices ranging from \$102.90 to \$103.85. The price reported above reflects the

(4) weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

This transaction was executed in multiple trades at prices ranging from \$104.00 to \$104.75. The price reported above reflects the

(5) weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

This transaction was executed in multiple trades at prices ranging from \$104.90 to \$105.25. The price reported above reflects the

(6) weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

The Reporting Person holds shares both directly and indirectly through his revocable family trust as indicated on this Form. Any changes

(7) between direct holdings and indirect holdings through such trust are in transactions exempt from Section 16 pursuant to Rule 16a-13 under the Securities Exchange Act of 1934 as mere changes in form of beneficial ownership.

(8) A portion of these shares is subject to vesting.

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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