

NanoString Technologies Inc
 Form 4
 December 03, 2014

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 *
SAUNDERS BARNEY

2. Issuer Name and Ticker or Trading Symbol
 NanoString Technologies Inc
 [NSTG]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 530 FAIRVIEW AVENUE
 N., SUITE 2000
 (Street)
 SEATTLE, WA 98109
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 12/02/2014
 4. If Amendment, Date Original Filed(Month/Day/Year)

____ Director
 Officer (give title below) _____ Other (specify below)
 SVP & GM, Life Sciences
 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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	12/02/2014		M	30,000	A	\$ 2.24	32,355	D
Common Stock	12/02/2014		S	30,000	D	\$ 14.9344	2,355	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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 2.24	12/02/2014		M	30,000	⁽²⁾ 12/06/2020	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships
SAUNDERS BARNEY 530 FAIRVIEW AVENUE N. SUITE 2000 SEATTLE, WA 98109	Director 10% Owner Officer SVP & GM, Life Sciences Other

Signatures

/s/ Shannon Atchison,
Attorney-in-fact

12/03/2014

**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 "Amount" and "Price" reported in this Column 4 reflect the aggregate number and weighted-average price, respectively, of shares sold. These shares were sold in multiple transactions at prices ranging from \$14.90 to \$14.97, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

(2) 25% of the shares subject to the option vest on the one-year anniversary of September 20, 2010 (the "Vesting Commencement Date") and 1/48th of the total shares subject to the option vested on the one month anniversary of the Vesting Commencement Date and each month thereafter, such that the option will be fully vested on September 20, 2014.

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.