Inogen Inc Form 4 December 31, 2014

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

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

1(b).

(Print or Type Responses)

1. Name and Ad Bauerlein Al	•	rting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
a			Inogen Inc [INGN]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
326 BOLLA	Y DRIVE		(Month/Day/Year) 12/29/2014	Director 10% Owner Other (specify below) EVP, Finance & CFO		
				Evi, Finance & Cro		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
GOLETA, C	A 93117			Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned		
1 551 6						

		Table	c I - Moli-D	ciivative see	cui ities r	equired, Disposed	oi, or belieficial	ny Owneu
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	es Acquire	ed 5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disp	osed of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5)	Owned	Indirect (I)	Ownership
		•				Following	(Instr. 4)	(Instr. 4)
						Reported		
					(A)	Transaction(s)		
			C 1 W		or or	(Instr. 3 and 4)		
_			Code V	Amount ((D) Prio			
Common	12/29/2014		M	1,920 A	Δ \$	5 41,937	D	
Stock	12/2/12014		171	1,720 F	0.7	5 41,737	D	
_								
Common	12/29/2014		M	3 638	Δ \$	45,575	D	
Stock	12/2/12014		171	3,030 F	8.3	7 -3,373	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)

De

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. Transactic Code (Instr. 8)	5. Number coof 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 1 5 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 0.75	12/29/2014		M	1,920	<u>(1)</u>	10/11/2021	Common Stock	1,920	
Stock Option (right to buy)	\$ 8.37	12/29/2014		M	3,638	(2)	10/10/2023	Common Stock	3,638	

Reporting Owners

	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

Bauerlein Alison 326 BOLLAY DRIVE GOLETA, CA 93117

EVP, Finance & CFO

Signatures

/s/ Alison Bauerlein 12/30/2014

**Signature of Date
Reporting Person

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).
- Subject to the reporting person's continuing service, one forty-eighth (1/48th) of the shares subject to the option shall vest each month on the same day as the vesting commencement date, such that the shares subject to the option shall become fully vested and exercisable on the fourth (4th) anniversary of the vesting commencement date. The vesting commencement date for this option is August 1, 2011.
- Subject to the reporting person's continuing service, one forty-eighth (1/48th) of the shares subject to the option shall vest each month on (2) the same day as the vesting commencement date, such that the shares subject to the option shall become fully vested and exercisable on the fourth (4th) anniversary of the vesting commencement date. The vesting commencement date for this option is October 1, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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