

NanoString Technologies Inc
 Form 4
 February 08, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
BURNS WAYNE

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.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/06/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Operations & Admin

SEATTLE, WA 98109

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/06/2017		M		3,333 A \$ 63,037	D	
Common Stock	02/06/2017		F		1,089 (2) D \$ 18.8 61,948	D	
Common Stock	02/07/2017		M		1,074 A \$ 1.92 63,022	D	
Common Stock	02/07/2017		M		10,000 A \$ 6.72 73,022	D	

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

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SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	(3)	02/06/2017		M	3,333	(4) (4)	Common Stock 3,333
Stock Option (right to buy)	\$ 1.92	02/07/2017		M	1,074	(5) 02/28/2022	Common Stock 1,074
Stock Option (right to buy)	\$ 6.72	02/07/2017		M	10,000	(6) 01/09/2023	Common Stock 10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURNS WAYNE 530 FAIRVIEW AVENUE N. SEATTLE, WA 98109			SVP, Operations & Admin	

Signatures

/s/ Shannon Atchison,
Attorney-in-Fact 02/08/2017

__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).

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- (1) Restricted stock units ("RSUs") convert into Common Stock on a one-for-one basis.
- (2) The reported shares were withheld to cover the reporting person's tax liability in connection with the vesting of RSUs. These shares were not issued to or sold by the reporting person.
- (3) RSUs convert into Common Stock on a one-for-one basis.
- (4) On February 3, 2016, the reporting person was granted 10,000 RSUs, vesting in three equal installments beginning on the first market trading day following the first anniversary of the grant date.
- (5) The Option fully vested on March 1, 2016.
- (6) The Option fully vested on January 10, 2017.

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.