Myers Byron Form 4 December 12, 2017

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**OMB APPROVAL** 

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Myers Byron			Issuer Name and Ticker or Trading     Symbol     Inogen Inc [INGN]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Cheek un applicable)		
			(Month/Day/Year)	Director 10% Owner		
C/O INOGEN, INC., 326 BOLLAY DRIVE			12/11/2017	_X Officer (give title Other (specify below)  EVP, Sales and Marketing		
	(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, CA 93117				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative	Secu	rities Acquire	d, Disposed of, o	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. Transactic Code (Instr. 8)	4. Securit onDisposed (Instr. 3, 4	of (D)		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	12/11/2017		M	10,000	A	\$ 0.81	48,600	D	
Common Stock	12/11/2017		S(1)	3,800	D	\$ 116.2192 (2)	44,800	D	
Common Stock	12/11/2017		S(1)	5,400	D	\$ 117.0654 (3)	39,400	D	
Common Stock	12/11/2017		S <u>(1)</u>	800	D	\$ 117.945 (4)	38,600	D	

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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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration I (Month/Day	Date	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 0.81	12/11/2017		M	10,000	(5)	03/27/2022(6)	Common Stock	10,000

### **Reporting Owners**

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

Myers Byron

C/O INOGEN, INC. 326 BOLLAY DRIVE GOLETA, CA 93117

EVP, Sales and Marketing

### **Signatures**

/s/ Alison Bauerlein, as Attorney-in-Fact

12/12/2017

\*\*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).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 14, 2017
- Represents the weighted average share price of an aggregate total of 3,800 shares sold in the price range of \$115.6350 to \$116.6300 by (2) the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

**(3)** 

Reporting Owners 2

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Represents the weighted average share price of an aggregate total of 5,400 shares sold in the price range of \$116.67 to \$117.42 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- Represents the weighted average share price of an aggregate total of 800 shares sold in the price range of \$117.72 to \$118.54 by the (4) reporting person. The reporting person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- 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 (5) 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 April 1, 2012.
- (6) Form 3 reported an incorrect expiration date of 03/28/2022.

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.