

Abdel-Malek Aiman
 Form 4
 May 18, 2018

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Abdel-Malek Aiman

(Last) (First) (Middle)

C/O INSULET CORPORATION, 600 TECHNOLOGY PARK DRIVE, SUITE 200

(Street)

BILLERICA, MA 01821

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 INSULET CORP [PODD]

3. Date of Earliest Transaction (Month/Day/Year)
 05/16/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP & Chief Technology Officer

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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	05/16/2018		M	2,394 ⁽¹⁾ A \$ 31.2	28,027 ⁽²⁾	D	
Common Stock	05/16/2018		F	866 ⁽¹⁾ ₍₃₎ D \$ 86.16	27,161 ⁽²⁾	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)

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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. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 31.2	05/16/2018		M	2,394	(4) 03/28/2026	Common Stock	2,394

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Abdel-Malek Aiman
C/O INSULET CORPORATION
600 TECHNOLOGY PARK DRIVE, SUITE 200
BILLERICA, MA 01821

EVP & Chief Technology Officer

Signatures

/s/ David Colleran,
attorney-in-fact

05/18/2018

**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 transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 13, 2018.

(2) Includes 4,674 restricted stock units granted on March 28, 2016, which vest on March 28, 2019; 4,006 performance share units granted on March 28, 2016, which vest on March 28, 2019; 2,885 restricted stock units granted on February 22, 2017, which vest one-half of the total units on February 22, 2019 and one-half of the total units on February 22, 2020; and 2,685 restricted stock units granted on February 14, 2018, which vest one-third of the total units on February 14, 2019, one-third of the total units on February 14, 2020 and one-third of the total units on February 14, 2021, subject to continued employment. Vested shares will be delivered to the reporting person as soon as practicable following a vesting date.

(3) Constitutes previously owned shares to cover the exercise price of the option being exercised through a stock swap.

(4)

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This option is subject to a four-year vesting period with 25% of the total award vesting one year after the grant date and the remainder vesting in equal quarterly installments each quarter thereafter for 12 quarters, subject to continued employment.

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