Bauerlein Alison Form 4 February 15, 2018

#### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Bauerlein Alison			2. Issuer Name <b>and</b> Ticker or Trading Symbol Inogen Inc [INGN]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
C/O INOGEN, INC., 326 BOLLAY DRIVE		BOLLAY	02/14/2018	X Officer (give title Other (specify below) EVP, Finance, & CFO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
GOLETA, CA	93117		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tal	ole I - Non-	Derivativ	e Secı	ırities Acquir	ed, Disposed of,	or Beneficiall	y 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. Securi coor Dispo (Instr. 3,	sed of 4 and (A) or		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	02/14/2018		M	9,737	A	\$ 44.19	9,737	D	
Common Stock	02/14/2018		S <u>(1)</u>	9,737	D	\$ 120.0501 (2)	0	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)

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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 out of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ive 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
Stock Option (right to buy)	\$ 44.19	02/14/2018		M	9,737	(3)	05/11/2023	Common Stock	9,737

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

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

EVP, Finance, & CFO

### **Signatures**

/s/ Alison
Bauerlein

\*\*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).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 10, 2017.
- Represents the weighted average share price of an aggregate total of 9,737 shares sold in the price range of \$120.00 to \$120.27 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.
  - Subject to the reporting person's continuing service, twenty-five percent (25%) of the shares subject to the option shall vest and become exercisable on the one year anniversary of the vesting commencement date, and thereafter, one forty-eighth (1/48th) of the shares subject
- (3) 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 May 1, 2016.

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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