

Abdi Behrooz L.  
Form 4  
October 25, 2012

**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 \*  
Abdi Behrooz L.

(Last) (First) (Middle)  
1197 BORREGAS AVENUE  
(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
InvenSense Inc [INVN]

3. Date of Earliest Transaction (Month/Day/Year)  
10/23/2012

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)  
CEO and President

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	(A) or (D)	Price
Common Stock	10/24/2012		A		414,770 (1)	A	\$ 0
					414,770	D	

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

## Edgar Filing: Abdi Behrooz L. - Form 4

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 Security (Instr. 3 and 4)	Amount of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount of Shares
Stock Option (right to buy)	\$ 7.32	10/23/2012		D	61,875 (2)	(2) 07/08/2021	Common Stock	61,875
Stock Option (right to buy)	\$ 11.56	10/24/2012		A	829,540	(3) 10/23/2022	Common Stock	829,540
Stock Option (right to buy)	\$ 11.56	10/24/2012		A	622,155	(4) 10/23/2022	Common Stock	622,155

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Abdi Behrooz L. 1197 BORREGAS AVENUE SUNNYVALE, CA 94089	X		CEO and President	

## Signatures

/s/ Jim Callas, attorney in fact for Behrooz L. Abdi 10/25/2012

\_\_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) Represents a grant of unvested restricted stock. 25% of the award will vest and become subject to release from restrictions one year following the grant date, with monthly vesting and release from restrictions thereafter at the rate of 1/48th per month.
- (2) The shares subject to the the options unvested as of October 23, 2012, were canceled by mutual agreement of the reporting person and InvenSense, Inc. in consideration for their entry into an employment agreement.
- (3) 25% of the award will vest one year following the grant date, with monthly vesting thereafter at the rate of 1/48th per month.  
The award will vest ratably at a rate of 1/48th per month after commencement of vesting, and vesting commencing for such shares in
- (4) even thirds of 207,385 shares upon the closing price of the InvenSense, Inc.'s publicly traded stock equaling or exceeding \$15.00, \$17.50 and \$20.00, respectively, for a periods of 20 consecutive trading days.

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

## Edgar Filing: Abdi Behrooz L. - Form 4

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.