

Rider Heather D.
Form 4
September 07, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rider Heather D.

(Last) (First) (Middle)

C/O INOGEN, INC., 326 BOLLAY
DRIVE

(Street)

GOLETA, CA 93117

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Inogen Inc [INGN]

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

09/06/2018

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	09/06/2018		M		2,250	A	\$ 43.21	4,239	D
Common Stock	09/06/2018		S ⁽¹⁾		440	D	\$ 256.1848 ⁽²⁾	3,799	D
Common Stock	09/06/2018		S ⁽¹⁾		510	D	\$ 257.9567 ⁽³⁾	3,289	D
Common Stock	09/06/2018		S ⁽¹⁾		300	D	\$ 258.7467 ⁽⁴⁾	2,989	D

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Common Stock	09/06/2018	S ⁽¹⁾	600	D	\$ 260.5617 (5)	2,389	D	
Common Stock	09/06/2018	S ⁽¹⁾	200	D	\$ 261.08 (6)	2,189	D	
Common Stock	09/06/2018	S ⁽¹⁾	200	D	\$ 262.79	1,989	D	
Common Stock						2,000	I	By spouse

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

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(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 (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. 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)	\$ 43.21	09/06/2018		M	2,250	<u>(7)</u>	10/13/2022	Common Stock	2,250	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Rider Heather D. C/O INOGEN, INC. 326 BOLLAY DRIVE GOLETA, CA 93117	X

Signatures

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

09/07/2018

__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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 2, 2018.
Represents the weighted average share price of an aggregate total of 440 shares sold in the price range of \$255.98 to \$256.37 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 510 shares sold in the price range of \$257.29 to \$258.14 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.
- (3) 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 300 shares sold in the price range of \$258.54 to \$259.16 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.
- (5) 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 200 shares sold in the price range of \$261.06 to \$261.10 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.
- (7) Subject to reporting person's continuing to be a Service Provider (as defined in the 2014 Equity Incentive Plan), 1/12th of the total shares subject to the option shall vest monthly, beginning with the first month anniversary after the vesting commencement date, but will vest fully on the date of the next Annual Meeting of the Issuer's stockholders held after the vesting commencement date. The vesting commencement date for this option is October 14, 2015.

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