

Myers Byron
Form 4
November 21, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Myers Byron

2. 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 (Month/Day/Year)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

C/O INOGEN, INC., 326 BOLLAY DRIVE

11/17/2017

EVP, Sales and Marketing

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

GOLETA, CA 93117

(City) (State) (Zip)

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	11/17/2017		M		10,000	A	\$ 8.37
Common Stock	11/17/2017		M		10,000	A	\$ 16.62
Common Stock	11/17/2017		M		10,000	A	\$ 38.54
Common Stock	11/17/2017		M		5,000	A	\$ 44.19
Common Stock	11/17/2017		S ⁽¹⁾		28,820	D	\$ 116.492 ⁽²⁾
							44,780

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Common Stock	11/17/2017	S ⁽¹⁾	4,330	D	\$ 117.8554 (3)	40,450	D
Common Stock	11/17/2017	S ⁽¹⁾	1,850	D	\$ 118.5405 (4)	38,600	D

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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 8.37	11/17/2017		M	10,000	(5) 10/09/2023(6)	Common Stock 10,000
Stock Option (right to buy)	\$ 16.62	11/17/2017		M	10,000	(7) 03/31/2021	Common Stock 10,000
Stock Option (right to buy)	\$ 38.54	11/17/2017		M	10,000	(8) 05/15/2022	Common Stock 10,000
Stock Option (right to buy)	\$ 44.19	11/17/2017		M	5,000	(9) 05/11/2023	Common Stock 5,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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

11/21/2017

__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 28,820 shares sold in the price range of \$116.03 to \$117.02 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.
- (2) Represents the weighted average share price of an aggregate total of 4,330 shares sold in the price range of \$117.16 to \$118.14 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) Represents the weighted average share price of an aggregate total of 1,850 shares sold in the price range of \$118.255 to \$119.41 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.
- (4) 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 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 October 1, 2013
- (5) Previous Form 4 filed on June 5, 2017 reported an incorrect expiration date of 10/10/2023.
- (6) Subject to the reporting person's continuing service, one forty-eighth (1/48th) of the total shares subject to the option shall vest every month after March 1, 2014.
- (7) 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 total shares subject to the option shall vest each month on the same day as the vesting commencement date. The vesting commencement date for this option is May 1, 2015.
- (8) 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 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.
- (9)

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.