

INSULET CORP
Form 4
December 05, 2007

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 *
Gvazdauskas Shawna

(Last) (First) (Middle)

C/O INSULET CORPORATION, 9
OAK PARK DRIVE

(Street)

BEDFORD, MA 01730

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/03/2007

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)

Vice President of Sales

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 or Price		
Common Stock	12/03/2007		M		80,000 A \$ 2.5	D	
Common Stock	12/03/2007		S ⁽¹⁾		100 D \$ 26.26	D	
Common Stock	12/03/2007		S ⁽¹⁾		100 D \$ 26.15	D	
Common Stock	12/03/2007		S ⁽¹⁾		100 D \$ 26.13	D	
Common Stock	12/03/2007		S ⁽¹⁾		100 D \$ 26.04	D	

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Common Stock	12/03/2007	<u>S(1)</u>	100	D	\$ 26	79,500	D
Common Stock	12/03/2007	<u>S(1)</u>	1	D	\$ 24.82	79,499	D
Common Stock	12/03/2007	<u>S(1)</u>	100	D	\$ 24.8	79,399	D
Common Stock	12/03/2007	<u>S(1)</u>	100	D	\$ 24.77	79,299	D
Common Stock	12/03/2007	<u>S(1)</u>	1,100	D	\$ 24.75	78,199	D
Common Stock	12/03/2007	<u>S(1)</u>	1,515	D	\$ 24.74	76,684	D
Common Stock	12/03/2007	<u>S(1)</u>	200	D	\$ 24.72	76,484	D
Common Stock	12/03/2007	<u>S(1)</u>	300	D	\$ 24.71	76,184	D
Common Stock	12/03/2007	<u>S(1)</u>	200	D	\$ 24.7	75,984	D
Common Stock	12/03/2007	<u>S(1)</u>	400	D	\$ 24.68	75,584	D
Common Stock	12/03/2007	<u>S(1)</u>	200	D	\$ 24.67	75,384	D
Common Stock	12/03/2007	<u>S(1)</u>	200	D	\$ 24.66	75,184	D
Common Stock	12/03/2007	<u>S(1)</u>	200	D	\$ 24.63	74,984	D
Common Stock	12/03/2007	<u>S(1)</u>	100	D	\$ 24.62	74,884	D
Common Stock	12/03/2007	<u>S(1)</u>	100	D	\$ 24.56	74,784	D
Common Stock	12/03/2007	<u>S(1)</u>	100	D	\$ 24.55	74,684	D
Common Stock	12/03/2007	<u>S(1)</u>	100	D	\$ 24.54	74,584	D
Common Stock	12/03/2007	<u>S(1)</u>	100	D	\$ 24.53	74,484	D
Common Stock	12/03/2007	<u>S(1)</u>	100	D	\$ 24.51	74,384	D
Common Stock	12/03/2007	<u>S(1)</u>	100	D	\$ 24.5	74,284	D
	12/03/2007	<u>S(1)</u>	100	D		74,184	D

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Common Stock					\$			
					24.49			
Common Stock	12/03/2007		S ⁽¹⁾	100	D	\$	74,084	D
						24.48		
Common Stock	12/03/2007		S ⁽¹⁾	200	D	\$	73,884	D
						24.47		
Common Stock	12/03/2007		S ⁽¹⁾	100	D	\$	73,784	D
						24.46		
Common Stock	12/03/2007		S ⁽¹⁾	200	D	\$	73,584	D
						24.45		

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)

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
Employee Stock Option (right to buy)	\$ 2.5	12/03/2007		M	80,000	⁽²⁾	07/08/2014	Common Stock	80,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gvazdauskas Shawna C/O INSULET CORPORATION 9 OAK PARK DRIVE BEDFORD, MA 01730			Vice President of Sales	

Signatures

/s/ R. Anthony Diehl, attorney
in fact

12/05/2007

__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 September 14, 2007.
 - (2) This option vested 25% on July 1, 2005 with the remainder vesting in equal monthly installments each month thereafter for 36 months, subject to continued employment.

Remarks:

This is filing 1 of 4 due to the number of rows needed in Table I.

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.