

Taylor Brenton
Form 4
October 02, 2018

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 *
Taylor Brenton

(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)
10/01/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

EVP, Engineering

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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	(D)	Price
Common Stock	10/01/2018		A		5,000	A	\$ 16.62 41,297
Common Stock	10/01/2018		S ⁽¹⁾		1,311	D	\$ 243.1468 39,986
Common Stock	10/01/2018		S ⁽¹⁾		1,080	D	\$ 243.7637 38,906
Common Stock	10/01/2018		S ⁽¹⁾		1,268	D	\$ 245.6195 37,638

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Common Stock	10/01/2018	S ⁽¹⁾	1,341	D	\$ 246.358 (5)	36,297	D	
Common Stock						842	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 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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 16.62	10/01/2018		M	5,000	<u>(6)</u> 03/31/2021	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Taylor Brenton C/O INOGEN, INC. 326 BOLLAY DRIVE GOLETA, CA 93117			EVP, Engineering	

Signatures

/s/ Alison Bauerlein, as Attorney-in-Fact 10/02/2018

**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 November 10, 2017.

Represents the weighted average share price of an aggregate total of 1,311 shares sold in the price range of \$242.42 to \$243.33 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 1,080 shares sold in the price range of \$243.52 to \$244.29 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) Represents the weighted average share price of an aggregate total of 1,268 shares sold in the price range of \$245.13 to \$246.115 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) Represents the weighted average share price of an aggregate total of 1,341 shares sold in the price range of \$246.18 to \$246.60 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.
- (6) Subject to the reporting person's continuing service, 1/48th of the total shares subject to the option shall vest every month after March 1, 2014

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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