DePietro Ruthann Form 4 August 13, 2012

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction

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(b).

1. Name and Address of Reporting Person * DePietro Ruthann			2. Issuer Name and Ticker or Trading Symbol INSULET CORP [PODD]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
(Last)	(First)	(Middle)	(Month/Day/Year)	Director 10% Owner		
C/O INSULET CORPORATION, 9 OAK PARK DRIVE			08/09/2012	_X_ Officer (give title Other (specif below) Vice President of Quality		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
BEDFORD, MA 01730			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		

(City)	(State)	Zip) Table	e I - Non-D	erivative :	Secur	ities Acq	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date		3.	4. Securi		•	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	1 1	ispose	d of	Securities	Form: Direct	Indirect
(Instr. 3)	any (Month/Day/Ye		Code (Instr. 8)	(D) (Instr. 3, 4 and 5)			Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership
		(Monun Day/ Tear)	(Ilisti. 6)	(IIISU. 5, 4 and 5)		Following	(Instr. 4)	(Instr. 4)	
							Reported	(11101111)	(1115111 1)
				(A)			Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common	08/09/2012		M	5,000	A	\$	23,351 (1) (2)	D	
Stock	00/07/2012		171	3,000	Λ	6.83	25,551 <u>~</u> <u>~</u>	D	
Common Stock	08/09/2012		S(3)	5,000	D	\$ 20	18,351 (1) (2)	D	

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

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SEC 1474

(9-02)

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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. Transacti Code (Instr. 8)	5. Number on f 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)	\$ 6.83	08/09/2012		M	5,000	<u>(4)</u>	02/26/2019	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DePietro Ruthann C/O INSULET CORPORATION 9 OAK PARK DRIVE BEDFORD, MA 01730

Vice President of Quality

Signatures

/s/ R. Anthony Diehl, attorney in fact

08/10/2012

**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).
- Includes an aggregate of 531 shares acquired under the Insulet Corporation 2007 Employee Stock Purchase Plan: 20 shares acquired on December 31, 2007; 48 shares acquired on June 30, 2008; 100 shares acquired on December 31, 2008; 99 shares acquired on June 30, 2009; 53 shares acquired on December 31, 2009; 51 shares acquired on June 30, 2010; 49 shares acquired on December 31, 2010; 35 shares acquired on June 30, 2011; 40 shares acquired on December 30, 2011; and 36 shares acquired on June 29, 2012.
 - Includes 2,667 restricted stock units granted on March 1, 2010 which vest on March 1, 2013; 5,334 restricted stock units granted on March 1, 2011 which vest one-half of the total units on March 1, 2013 and one-half of the total units on March 1, 2014; and 8,000
- (2) restricted stock units granted on April 1, 2012 which vest one-quarter of the total units on April 1, 2013, one-quarter of the total units on April 1, 2014, one-quarter of the total units on April 1, 2015 and one-quarter of the total units on April 1, 2016. Vested shares will be delivered to the reporting person as soon as practiable following a vesting date.
- (3) The sales reported in this Form 4 were effected pursuant to Rule 10b5-1 trading plans adopted by the reporting person on March 7, 2012.

Reporting Owners 2

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(4) This option is subject to a four-year vesting period, with 25% of the total award vesting one year after the grant date and the remainder vesting in equal quarterly installments each quarter thereafter for 12 quarters, subject to continued employment.

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.