

Inogen Inc
 Form 4
 November 20, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
GREER R SCOTT

(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)
11/18/2015

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 Ownership (Instr. 4)
				Code	V Amount (A) or (D) Price			
Common Stock	11/18/2015		X	15,218	A	\$ 0.3 15,218	I	See Footnote (1)
Common Stock						14,485	I	See Footnote (2)

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. 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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Warrant to Purchase Common Stock (Right to Buy)	\$ 0.3	11/18/2015		X	1,188	06/15/2007	06/15/2017	Common Stock	1,188
Warrant to Purchase Common Stock (Right to Buy)	\$ 0.3	11/18/2015		X	9,280	10/05/2007	10/05/2017	Common Stock	9,280
Warrant to Purchase Common Stock (Right to Buy)	\$ 0.3	11/18/2015		X	1,783	05/29/2007	05/29/2017	Common Stock	1,783
Warrant to Purchase Common Stock (Right to Buy)	\$ 0.3	11/18/2015		X	688	04/20/2017	04/20/2017	Common Stock	688
Warrant to Purchase Common Stock	\$ 0.3	11/18/2015		X	496	07/17/2007	07/17/2017	Common Stock	496

(Right to Buy)

Warrant to Purchase Common Stock (Right to Buy)

\$ 0.3	11/18/2015	X	1,517	04/20/2007	04/20/2017	Common Stock	1,517
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Warrant to Purchase Common Stock (Right to Buy)

\$ 0.3	11/18/2015	X	266	04/20/2007	04/20/2017	Common Stock	266
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Reporting Owners

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

Signatures

/s/ Alison Bauerlein, as Attorney-in-Fact 11/20/2015

__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) Shares held directly by Numenor Ventures, L.L.C. The reporting person and his wife are the managing members of Numenor Ventures, L.L.C.
- (2) Shares held directly by the R. Scott Greer and Michelle Greer Revocable Trust, a trust for the benefit of the Reporting Person and the Reporting Person's spouse, for which the Reporting Person and the Reporting Pearson's spouse serve as trustees.
- (3) This warrant is held by Numenor Ventures, L.L.C. The reporting person and his wife are the managing members of Numenor Ventures, L.L.C.

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.