

Inogen Inc
 Form 4
 December 16, 2015

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 *
 Scribner Matt

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)
 326 BOLLAY DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
 12/14/2015

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

EVP, Operations

(Street)
 GOLETA, CA 93117

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

(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)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	12/14/2015		M		1,684	A	\$ 0.6	4,017	D	
Common Stock	12/14/2015		M		2,418	A	\$ 2.4	6,435	D	
Common Stock	12/14/2015		S ⁽¹⁾		300	D	\$ 39.8633	6,135	D	
Common Stock	12/14/2015		S ⁽¹⁾		1,384	D	\$ 40.4987	4,751	D	
	12/14/2015		S ⁽¹⁾		200	D		4,551	D	

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Common Stock						\$ 39.68		
						<u>(4)</u>		
Common Stock	12/14/2015		S ⁽¹⁾	2,218	D	\$ 40.4763	2,333	D
						<u>(5)</u>		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	\$ 0.6	12/14/2015		M	1,684	<u>(6)</u> 02/24/2020	Common Stock	1,684
Stock Option (right to buy)	\$ 2.4	12/14/2015		M	2,418	<u>(7)</u> 03/27/2018	Common Stock	2,418

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Scribner Matt 326 BOLLAY DRIVE GOLETA, CA 93117			EVP, Operations	

Signatures

/s/ Alison Bauerlein, as
Attorney-in-Fact

12/16/2015

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 15, 2015.
Represents the weighted average share price of an aggregate total of 300 shares sold in the price range of \$39.25 to \$40.21 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 1,384 shares sold in the price range of \$40.30 to \$40.71 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 200 shares sold in the price range of \$39.25 to \$40.11 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 2,218 shares sold in the price range of \$40.295 to \$40.71 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, thirty-nine percent (39%) of the shares subject to the option shall vest and become exercisable on the vesting commencement date, and thereafter, one thirtieth (1/30th) of the remaining 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 thirty (30) month anniversary of the vesting commencement date. The vesting commencement date for this option is February 24, 2010.
 - (7) 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 January 1, 2008.

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.