

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 *
DeSisto Duane

(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)

President and CEO

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		47,588 A \$ 0.486	47,588	D
Common Stock	12/03/2007		M		52,412 A \$ 1.19	100,000	D
Common Stock	12/03/2007		S ⁽¹⁾		100 D \$ 26.37	99,900	D
Common Stock	12/03/2007		S ⁽¹⁾		100 D \$ 26.15	99,800	D
Common Stock	12/03/2007		S ⁽¹⁾		97 D \$ 26.14	99,703	D

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Common Stock	12/03/2007	<u>S(1)</u>	50	D	\$ 26.05	99,653	D
Common Stock	12/03/2007	<u>S(1)</u>	103	D	\$ 26	99,550	D
Common Stock	12/03/2007	<u>S(1)</u>	100	D	\$ 24.79	99,450	D
Common Stock	12/03/2007	<u>S(1)</u>	200	D	\$ 24.78	99,250	D
Common Stock	12/03/2007	<u>S(1)</u>	100	D	\$ 24.77	99,150	D
Common Stock	12/03/2007	<u>S(1)</u>	200	D	\$ 24.76	98,950	D
Common Stock	12/03/2007	<u>S(1)</u>	1,400	D	\$ 24.75	97,550	D
Common Stock	12/03/2007	<u>S(1)</u>	1,485	D	\$ 24.74	96,065	D
Common Stock	12/03/2007	<u>S(1)</u>	400	D	\$ 24.71	95,665	D
Common Stock	12/03/2007	<u>S(1)</u>	200	D	\$ 24.7	95,465	D
Common Stock	12/03/2007	<u>S(1)</u>	500	D	\$ 24.68	94,965	D
Common Stock	12/03/2007	<u>S(1)</u>	100	D	\$ 24.67	94,865	D
Common Stock	12/03/2007	<u>S(1)</u>	200	D	\$ 24.66	94,665	D
Common Stock	12/03/2007	<u>S(1)</u>	200	D	\$ 24.63	94,465	D
Common Stock	12/03/2007	<u>S(1)</u>	200	D	\$ 24.62	94,265	D
Common Stock	12/03/2007	<u>S(1)</u>	100	D	\$ 24.59	94,165	D
Common Stock	12/03/2007	<u>S(1)</u>	100	D	\$ 24.56	94,065	D
Common Stock	12/03/2007	<u>S(1)</u>	100	D	\$ 24.55	93,965	D
Common Stock	12/03/2007	<u>S(1)</u>	100	D	\$ 24.54	93,865	D
Common Stock	12/03/2007	<u>S(1)</u>	100	D	\$ 24.53	93,765	D
	12/03/2007	<u>S(1)</u>	100	D		93,665	D

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Common Stock					\$	24.51	
Common Stock	12/03/2007	S ⁽¹⁾	100	D	\$ 24.5	93,565	D
Common Stock	12/03/2007	S ⁽¹⁾	100	D	\$ 24.49	93,465	D
Common Stock	12/03/2007	S ⁽¹⁾	494	D	\$ 24.47	92,971	D
Common Stock	12/03/2007	S ⁽¹⁾	539	D	\$ 24.46	92,432	D

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 0.486	12/03/2007		M	47,588	⁽²⁾ 06/28/2011	Common Stock	47,588	
Employee Stock Option (right to buy)	\$ 1.19	12/03/2007		M	52,412	⁽³⁾ 10/09/2012	Common Stock	52,412	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DeSisto Duane
C/O INSULET CORPORATION
9 OAK PARK DRIVE
BEDFORD, MA 01730

X

President and CEO

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 17, 2007.
 - (2) This option vested 25% on July 9, 2001 with the remainder vesting in equal monthly installments each month following July 9, 2002 for 36 months, subject to continued employment.
 - (3) 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 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.

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