

InvenSense Inc
 Form 4
 August 29, 2014

FORM 4

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

OMB APPROVAL

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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 *
KROCK ALAN

(Last) (First) (Middle)

1745 TECHNOLOGY DRIVE

(Street)

SAN JOSE, CA 95110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
InvenSense Inc [INVN]

3. Date of Earliest Transaction
 (Month/Day/Year)
08/27/2014

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)

Chief Financial Officer

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	(D)	Price
Common Stock	08/27/2014		M		5,350	A	\$ 7.32
							10,774
Common Stock	08/27/2014		S		5,350	D	\$ 25.0306
							<u>(1)</u>
Common Stock	08/27/2014		M		25,000	A	\$ 7.32
							30,424
Common Stock	08/27/2014		S		25,000	D	\$ 24.8843
							<u>(2)</u>
	08/27/2014		M		69,650	A	\$ 7.32
							75,074

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Common Stock							
Common Stock	08/27/2014	S	69,650	D	\$ 25.0324 <u>(3)</u>	5,424	D
Common Stock	08/28/2014	M	25,000	A	\$ 7.32	30,424	D
Common Stock	08/28/2014	S	25,000	D	\$ 25.3326 <u>(4)</u>	5,424	D

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 7.32	08/27/2014		M	5,350	<u>(5)</u> 07/09/2021	Common Stock	5,350	
Stock Option (right to buy)	\$ 7.32	08/27/2014		M	25,000	<u>(5)</u> 07/09/2021	Common Stock	25,000	
Stock Option (right to buy)	\$ 7.32	08/27/2014		M	69,650	<u>(5)</u> 07/09/2021	Common Stock	69,650	
Stock Option (right to buy)	\$ 7.32	08/28/2014		M	25,000	<u>(5)</u> 07/09/2021	Common Stock	25,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KROCK ALAN 1745 TECHNOLOGY DRIVE SAN JOSE, CA 95110			Chief Financial Officer	

Signatures

/s/Adam Tachner, Attorney-in-Fact For; Alan Krock	08/29/2014
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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) This transaction was executed in multiple trades at prices ranging from \$25.00 to \$25.22; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request

(2) This transaction was executed in multiple trades at prices ranging from \$24.75 to \$25.10; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request

(3) This transaction was executed in multiple trades at prices ranging from \$25.00 to \$25.14; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request

(4) This transaction was executed in multiple trades at prices ranging from \$25.25 to \$25.46; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request

(5) 25% of the shares (500,000) subject to the option vest 1 year following the vesting commencement date of May 31, 2011, with monthly vesting thereafter at the rate of 1/48th per month.

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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