

NanoString Technologies Inc
 Form 4
 March 03, 2016

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 *
 GHESQUIERE DAVID W.

2. Issuer Name and Ticker or Trading Symbol
 NanoString Technologies Inc
 [NSTG]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 530 FAIRVIEW AVENUE
 NORTH, SUITE 2000
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/01/2016

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
 SVP, Corporate & Business Dev

SEATTLE, WA 98109

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 Ownership: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock ⁽¹⁾ | 03/01/2016 ⁽²⁾ | | A | | 867 ⁽³⁾ A \$ 9.52 | 2,521 | D |
| Common Stock | 03/02/2016 | | M | | 5,000 A ⁽⁴⁾ | 7,521 | D |
| Common Stock | 03/02/2016 | | S | | 1,321 ⁽⁵⁾ D \$ 14.8605 | 6,200 | D |

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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. Price or Amount of Derivative Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Restricted Stock Units | (4) | 03/02/2016 | | M | 5,000 | (6) (6) | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GHEsqUIERE DAVID W. 530 FAIRVIEW AVENUE NORTH SUITE 2000 SEATTLE, WA 98109 | | | SVP, Corporate & Business Dev | |

Signatures

/s/Barbara A. Mery,
Attorney-in-fact
Date: 03/03/2016

**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 reporting person is voluntarily reporting the acquisition of shares of the issuer's common stock pursuant to the NanoString Technologies, Inc. Employee Stock Purchase Plan ("ESPP"), for the ESPP Purchase Period (as defined in the ESPP) of September 2, 2015 through March 1, 2016. This transaction is also exempt under Rule 16b-3(c).
 - (2) The Purchase Period ended on March 1, 2016 and is the second of two Purchase Periods comprising the Offering Period (as defined in the ESPP) that began on March 2, 2015 (the "Enrollment Date").
 - (3) In accordance with the ESPP, these shares were purchased based on 85% of the closing price of the issuer's common stock on the Enrollment Date.
 - (4) Restricted stock units convert into Common Stock on a one-for-one basis

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- (5) The reported shares were sold to cover the reporting person's tax liability in connection with the vesting of restricted stock units.
- (6) On February 9, 2015, the reporting person was granted 15,000 restricted stock units, vesting in three equal annual installments on the first trading day following the first anniversary of March 1, 2015.

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.