

InvenSense Inc
 Form 4
 May 17, 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 *
 Abdi Behrooz L.

(Last) (First) (Middle)
 C/O INVENSENSE INC., 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)
 05/16/2016

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)
 CEO and President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 05/16/2016 | | S | D | 4,747 (1) \$ 5.43 | 275,150 | D |
| Common Stock | 05/16/2016 | | S | D | 55 (1) \$ 5.6825 | 275,095 | D |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 5.65 | 05/16/2016 | | A | 200,000 | (2) 05/16/2026 | | Common Stock | 200,000 |
| Stock Option (right to buy) | \$ 5.65 | 05/16/2016 | | A | 200,000 | (3) 05/16/2026 | | Common Stock | 200,000 |
| Stock Option (right to buy) | \$ 5.65 | 05/16/2016 | | A | 300,000 | (4) 05/16/2026 | | Common Stock | 300,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Abdi Behrooz L. C/O INVENSENSE INC. 1745 TECHNOLOGY DRIVE SAN JOSE, CA 95110 | X | | CEO and President | |

Signatures

Jim Callas, Attorney-in-Fact For: Behrooz Abdi
 Abdi
 **Signature of Reporting Person
 05/17/2016
 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) In connection with the vesting and delivery of restricted stock, shares were sold and the net proceeds were used to pay required withholding taxes.
 The option will vest ratably at a rate of 1/48th per month after commencement of vesting, and vesting commencing for such shares upon
- (2) the closing price of InvenSense's publicly traded stock equaling or exceeding \$12.50 per share for a period of 20 consecutive trading days.

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(3) The option will vest ratably at a rate of 1/48th per month after commencement of vesting, and vesting commencing for such shares upon the closing price of InvenSense's publicly traded stock equaling or exceeding \$15.50 per share for a period of 20 consecutive trading days.

(4) The option will vest ratably at a rate of 1/48th per month after commencement of vesting, and vesting commencing for such shares upon the closing price of InvenSense's publicly traded stock equaling or exceeding \$17.50 per share for a period of 20 consecutive trading days.

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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