

Bauerlein Alison
 Form 4
 February 13, 2018

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 *
 Bauerlein Alison

(Last) (First) (Middle)

C/O INOGEN, INC., 326 BOLLAY DRIVE

(Street)

GOLETA, CA 93117

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Inogen Inc [INGN]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/09/2018

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)

EVP, Finance, & CFO

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 (A) or (D) Price			
Common Stock	02/09/2018		M	11,718 A \$ 44.19	11,718	D	
Common Stock	02/09/2018		S ⁽¹⁾	8,213 D \$ 115.6329	3,505	D	
Common Stock	02/09/2018		S ⁽¹⁾	3,505 D \$ 116.4218	0	D	
Common Stock	02/12/2018		M	15,912 A \$ 2.4	15,912	D	
	02/12/2018		S ⁽¹⁾	3,197 D	12,715	D	

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Common Stock					\$				
					115.2463				
					<u>(4)</u>				
Common Stock	02/12/2018		S ⁽¹⁾	2,927	D	\$	116.2601	9,788	D
						<u>(5)</u>			
Common Stock	02/12/2018		S ⁽¹⁾	7,120	D	\$	117.4463	2,668	D
						<u>(6)</u>			
Common Stock	02/12/2018		S ⁽¹⁾	2,668	D	\$	118.1268	0	D
						<u>(7)</u>			

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 44.19	02/09/2018		M	11,718	<u>(8)</u> 05/11/2023	Common Stock 11,718
Stock Option (right to buy)	\$ 2.4	02/12/2018		M	15,912	<u>(9)</u> 03/26/2018 ⁽¹⁰⁾	Common Stock 15,912

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Bauerlein Alison
C/O INOGEN, INC.
326 BOLLAY DRIVE
GOLETA, CA 93117

EVP, Finance, & CFO

Signatures

/s/ Rhonda McBride, as
attorney-in-fact

02/13/2018

__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 November 10, 2017.

Represents the weighted average share price of an aggregate total of 8,213 shares sold in the price range of \$115.100 to \$116.095 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.
- (2) Represents the weighted average share price of an aggregate total of 3,505 shares sold in the price range of \$116.105 to \$117.060 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 3,197 shares sold in the price range of \$114.66 to \$115.61 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 2,927 shares sold in the price range of \$115.940 to \$116.655 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 7,120 shares sold in the price range of \$116.94 to \$117.93 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) Represents the weighted average share price of an aggregate total of 2,668 shares sold in the price range of \$117.99 to \$118.56 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.
- (7) Subject to the reporting person's continuing service, twenty-five percent (25%) of the shares subject to the option shall vest and become exercisable on the one year anniversary of the vesting commencement date, and thereafter, 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 May 1, 2016.
- (8) 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.
- (9) Previously filed forms 3 and 4 reported incorrect expiration date.
- (10)

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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