

INPHI Corp
Form 4
May 07, 2015

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 *
Torten Ron

(Last) (First) (Middle)
2953 BUNKER HILL LANE, STE 300
(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INPHI Corp [IPHI]

3. Date of Earliest Transaction (Month/Day/Year)
05/05/2015

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)
Sr. VP of Operations & IT

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	05/05/2015		M		11,384 (2) A \$ 9.29	100,374	D
Common Stock	05/05/2015		M		428 (2) A \$ 12.02	100,802	D
Common Stock	05/05/2015		M		12,187 (2) A \$ 12.34	112,989	D
Common Stock	05/05/2015		S		11,384 (4) D \$ 20.3552 (5)	101,605	D
Common Stock	05/05/2015		S		12,615 (4) D \$ 20.3816	88,990	D

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Common Stock	05/05/2015	S	22,799 <u>(4)</u>	D	\$ <u>(6)</u> 20.3814	66,191	D
Common Stock	05/05/2015	F	42	D	\$ 20.31	66,149	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 9.29	05/05/2015		M	11,384	<u>(1)</u>	04/30/2020	Common Stock	11,384
Employee Stock Option (right to buy)	\$ 12.02	05/05/2015		M	428	<u>(1)</u>	07/14/2020	Common Stock	428
Employee Stock Option (right to buy)	\$ 12.34	05/05/2015		M	12,187	<u>(3)</u>	01/18/2022	Common Stock	12,187

Reporting Owners

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

Torten Ron
2953 BUNKER HILL LANE, STE 300
SANTA CLARA, CA 95054

Sr. VP of Operations & IT

Signatures

/s/ John Edmunds,
attorney-in-fact

05/07/2015

__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 option is fully vested.
- (2) The exercise of options reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan.
- (3) This option award vests as to 25% of the shares on 1/18/13 and the remaining shares vest in 36 equal installments thereafter from 1/18/13 to 1/18/16.
- (4) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan.
Represents the weighted average sales price for a number of transactions effected at prices ranging from \$20.05 to \$20.99. The reporting person has provided to the issuer, and undertakes to provide upon request to the SEC staff, or any security holder of the issuer, information regarding the number of shares sold at each separate price within the range.
- (6) Represents the weighted average sales price for a number of transactions effected at prices ranging from \$20.06 to \$20.99. The reporting person has provided to the issuer, and undertakes to provide upon request to the SEC staff, or any security holder of the issuer, information regarding the number of shares sold at each separate price within the range.

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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