

InvenSense Inc
 Form 4
 February 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)
 02/15/2016

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 Beneficial Ownership (Instr. 4)
Common Stock	02/15/2016		M	15,000 A	\$ 0 ⁽¹⁾ 295,336	D	
Common Stock	02/16/2016		S ⁽²⁾	5,695 ⁽³⁾ D	\$ 6.8018 ⁽⁴⁾ 289,641	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)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit (RSU)	\$ 0 ⁽¹⁾	02/15/2016		M	15,000	⁽⁵⁾	⁽⁵⁾	Common Stock	15,000

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

/s/ Adam Tachner, Attorney-in-Fact For: Behrooz L. Abdi 02/17/2016

**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) Each Restricted Stock Unit ("RSU") represents a contingent right to receive at settlement one share of InvenSense common stock at no cost.
- (2) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 Sales Plan adopted by the reporting person on November 15, 2015.
- (3) In connection with the vesting and delivery of restricted stock units, shares were sold and the net proceeds were used to pay required withholding taxes.
- (4) The price reported in Column 4 reflects the weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.80 to \$6.90, inclusive. The reporting person undertakes to provide to InvenSense, Inc., any security holder of InvenSense, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares and prices at which the transactions were effected.
- (5) Subject to the Reporting Person's continuing employment and the provisions in InvenSense's standard form of RSU award agreement, 25% of the shares will vest one year from the Grant Date, 25% of the shares will vest on 8/15/15, 25% of the shares will vest on 11/15/15 and 25% of the shares will vest on 2/15/16. Shares will be delivered to the reporting person on each vest date.

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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