

Benjamin Eric
 Form 3
 February 16, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Benjamin Eric</p> <p>(Last) (First) (Middle)</p> <p>C/O INSULET CORPORATION,Â 600 TECHNOLOGY PARK DRIVE, SUITE 200</p> <p>(Street)</p> <p>BILLERICA,Â MAÂ 01821</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/14/2018</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>INSULET CORP [PODD]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>SVP, R&D, New Prod Dev. & Comm</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	11,473 <u>(1)</u> <u>(2)</u> <u>(3)</u>	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (4)	07/01/2025	Common Stock	1,396	\$ 30.02	D	Â
Employee Stock Option (Right to Buy)	Â (5)	02/24/2026	Common Stock	6,996	\$ 29.26	D	Â
Employee Stock Option (Right to Buy)	Â (5)	02/22/2027	Common Stock	4,975	\$ 46.22	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Benjamin Eric C/O INSULET CORPORATION 600 TECHNOLOGY PARK DRIVE, SUITE 200 BILLERICA, MA 01821	Â	Â	Â SVP, R&D, New Prod Dev. & Comm	Â

Signatures

/s/ David Colleran,
attorney-in-fact

02/16/2018

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

Includes 343 restricted stock units granted on July 1, 2015, which vest on July 1, 2018; 1,709 restricted stock units granted on February 24, 2016, which vest as to one-half of the total shares on February 24, 2018 and one-half of the total shares on February 24, 2019; and

(1) 1,893 restricted stock units granted on February 22, 2017, which vest as to one-third of the total shares on February 22, 2018, one-third of the total shares on February 22, 2019 and one-third of the total shares on February 22, 2020, subject to continued employment. Vested shares will be delivered to the reporting person as soon as practicable following a vesting date.

Includes 5,126 performance share units that were granted on February 24, 2016, and the Compensation Committee of the Board of Directors determined on February 13, 2018 that the performance share units were earned based on the performance of the Company. The

(2) full award remains subject to time-based vesting in accordance with the following schedule: one-half of the performance share units vest on the second anniversary of the date of grant and one-half of the performance share units vest on the third anniversary of the date of grant. Vested shares will be delivered to the reporting person as soon as practicable following a vesting date.

Includes an aggregate of 1,409 shares acquired under the Insulet Corporation 2007 Employee Stock Purchase Plan on the following dates:

(3) 418 shares acquired on June 30, 2016, 306 shares acquired on November 30, 2016, 419 shares acquired on May 31, 2017 and 266 shares acquired on November 30, 2017.

(4) This option is subject to a four-year vesting period, with 25% of the total award vesting one year after the grant date and the remainder vesting in equal quarterly installments each quarter thereafter for 12 quarters, subject to continued employment.

(5) This option is subject to a four-year vesting period with 25% of the total award vesting one year after the grant date and the remainder vesting in equal quarterly installments each quarter thereafter for 12 quarters, subject to continued employment.

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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