

INSULET CORP

Form 4

December 05, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BOESS CARSTEN

(Last) (First) (Middle)

**C/O INSULET CORPORATION, 9
OAK PARK DRIVE**

(Street)

BEDFORD, MA 01730

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
INSULET CORP [PODD]

3. Date of Earliest Transaction
(Month/Day/Year)
12/03/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	12/03/2007		S ⁽¹⁾		200	D \$ 23.62	8,610	D	
Common Stock	12/03/2007		S ⁽¹⁾		500	D \$ 23.61	8,110	D	
Common Stock	12/03/2007		S ⁽¹⁾		2,400	D \$ 23.6	5,710	D	
Common Stock	12/03/2007		S ⁽¹⁾		500	D \$ 23.59	5,210	D	
Common Stock	12/03/2007		S ⁽¹⁾		500	D \$ 23.58	4,710	D	

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Common Stock	12/03/2007	S ⁽¹⁾	600	D	\$ 23.57	4,110	D
Common Stock	12/03/2007	S ⁽¹⁾	200	D	\$ 23.56	3,910	D
Common Stock	12/03/2007	S ⁽¹⁾	100	D	\$ 23.55	3,810	D
Common Stock	12/03/2007	S ⁽¹⁾	100	D	\$ 23.54	3,710	D
Common Stock	12/03/2007	S ⁽¹⁾	500	D	\$ 23.53	3,210	D
Common Stock	12/03/2007	S ⁽¹⁾	450	D	\$ 23.52	2,760	D
Common Stock	12/03/2007	S ⁽¹⁾	760	D	\$ 23.51	2,000	D
Common Stock	12/03/2007	S ⁽¹⁾	2,000	D	\$ 23.5	0	D
Common Stock	12/04/2007	M	2,200	A	\$ 8.04	2,200	D
Common Stock	12/04/2007	S ⁽¹⁾	2,200	D	\$ 25	0	D
Common Stock	12/05/2007	M	7,153	A	\$ 8.04	7,153	D
Common Stock	12/05/2007	S ⁽¹⁾	7,153	D	\$ 25	0	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)		8. Date of Acquisition or Disposition (Instr. 3, 4, and 5)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of

Shares

Employee Stock Option (right to buy)	\$ 8.04	12/04/2007	M	2,200	<u>(2)</u>	06/01/2016	Common Stock	2,200
Employee Stock Option (right to buy)	\$ 8.04	12/05/2007	M	7,153	<u>(2)</u>	06/01/2016	Common Stock	7,153

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOESS CARSTEN C/O INSULET CORPORATION 9 OAK PARK DRIVE BEDFORD, MA 01730			Chief Financial Officer	

Signatures

/s/ R. Anthony Diehl, attorney
in fact 12/05/2007

__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 September 17, 2007.
- (2) 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 monthly installments each month thereafter for 36 months, subject to continued employment.

Remarks:

This is filing 3 of 3 due to the number of rows needed in Table I.

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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