Penumbra Inc Form 4 August 24, 2016

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

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

1(b).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Bose Arani Issuer Symbol Penumbra Inc [PEN] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title Other (specify ONE PENUMBRA PLACE 08/22/2016 below) Chief Innovator (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting ALAMEDA, CA 94502 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(- 3)	(3.33.3)	1 abi	e I - Non-L	perivative a	securi	ties Acqu	nrea, Disposea oi	, or Beneficial	y Ownea
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	08/22/2016		M	10,100	A	\$ 1.26	742,291	D	
Common Stock	08/22/2016		S <u>(1)</u>	8,100	D	\$ 72.97 (2)	734,191	D	
Common Stock	08/22/2016		S <u>(1)</u>	2,000	D	\$ 73.48 (3)	732,191	D	
Common Stock	08/23/2016		M	10,000	A	\$ 1.26	742,191	D	
	08/23/2016		S(1)	7,800	D		734,391	D	

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Common Stock					\$ 72.75 (4)			
Common Stock	08/23/2016	S <u>(1)</u>	2,200	D	\$ 73.5 (5)	732,191	D	
Common Stock	08/24/2016	M	8,900	A	\$ 1.26	741,091	D	
Common Stock	08/24/2016	S <u>(1)</u>	316	D	\$ 70.82 <u>(6)</u>	740,775	D	
Common Stock	08/24/2016	S(1)	1,000	D	\$ 72.16 (7)	739,775	D	
Common Stock	08/24/2016	S(1)	7,484	D	\$ 73.03 (8)	732,291	D	
Common Stock	08/24/2016	S <u>(1)</u>	100	D	\$ 73.59	732,191	D	
Common Stock						250,000	I	By Trust
Common Stock						250,000	I	By Trust

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. Transactic Code (Instr. 8)	5. Number of iorDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		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	\$ 1.26	08/22/2016		M		10,100	<u>(11)</u>	04/30/2017	Common Stock	10,100

(9-02)

buy)								
Stock Option (right to buy)	\$ 1.26	08/23/2016	M	10,000	<u>(11)</u>	04/30/2017	Common Stock	10,000
Stock Option (right to	\$ 1.26	08/24/2016	M	8,900	(11)	04/30/2017	Common Stock	8,900

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Bose Arani ONE PENUMBRA PLACE ALAMEDA, CA 94502	X		Chief Innovator					
Signatures								

/s/ Johanna Roberts, as attorney-in-fact for Arani 08/24/2016 Bose

> **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 were effected pursuant to the Reporting Person's Rule 10b5-1 trading plan.
- This transaction was executed in multiple trades at prices ranging from \$72.41 to \$73.40. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the **(2)** issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$73.41 to \$73.62. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$72.33 to \$73.32. The price reported above reflects the weighted **(4)** average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$73.33 to \$73.54. The price reported above reflects the weighted **(5)** average sale price. The reporting person hereby undertakes to provideupon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$70.53 to \$71.01. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$71.76 to \$72.52. The price reported above reflects the weighted **(7)** average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$72.55 to \$73.30. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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- (9) Shares are held by the Arani Bose 2009 Family Trust.
- (10) Shares are held by the Shumita Bose 2009 Family Trust.
- (11) All shares are vested and exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.