Pray James Robert Form 4 November 27, 2017

## FORM 4

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

OMB Number: 3235-0287 January 31,

**OMB APPROVAL** 

Check this box if no longer subject to Section 16. Form 4 or

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
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Form 4 or Form 5 obligations may continue. See Instruction

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

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1(b).

(Print or Type Responses)

11/24/2017

1. Name and Adda Pray James Ro		ng Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol Penumbra Inc [PEN]	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	(Check all applicable)				
ONE PENUMBRA PLACE			(Month/Day/Year) 11/22/2017	Director 10% OwnerX Officer (give title Other (specify below)  President, International				
(Street)			4. If Amendment, Date Original 6. Individual or Joint/Group F					
ALAMEDA, CA 94502			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				

### (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common \$ 105.5 $S_{\underline{(1)}}$ 11/22/2017 1,300 D 523,894 D Stock (2) \$ Common $S^{(1)}$ 11/22/2017 1.388 106.59 522,506 D D Stock (3) Common \$ 107.6 522,306 $S^{(1)}$ 11/22/2017 200 D D Stock (4) \$ Common $S^{(1)}$ 11/24/2017 1,300 D 103.64 521,006 D Stock (5)

800

D

520,206

D

 $S^{(1)}$ 

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Common					\$			
Stock					104.58			
					(6)			
Common Stock	11/24/2017	S <u>(1)</u>	100	D	\$ 105.25	520,106	D	
Common Stock						6,431	I	By Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transa Code (Instr.	8)	5. In Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)
				Code	v	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

# **Reporting Owners**

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

Pray James Robert

ONE PENUMBRA PLACE President, International

ALAMEDA, CA 94502

## **Signatures**

/s/ Johanna Roberts, as attorney-in-fact for James Robert
Pray

11/27/2017

\*\*Signature of Reporting Person Date

Reporting Owners 2

### **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 \$105.15 to \$106.05. 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 \$106.15 to \$107.00. 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 \$107.55 to \$107.65. 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 \$103.15 to \$104.00. 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 \$104.25 to \$104.75. 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.
- (7) Shares are held by the Pray Revocable Trust.

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.