INSULET CORP Form 4 May 12, 2008

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

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * Eichhorn Gary

(Middle)

C/O INSULET CORPORATION, 9 OAK PARK DRIVE

(First)

(Street)

BEDFORD, MA 01730

2. Issuer Name and Ticker or Trading

Symbol

INSULET CORP [PODD] 3. Date of Earliest Transaction

(Month/Day/Year) 05/08/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

Form: Direct

(City) (State) (Zip)

3. 4. Securities 5. Amount of 6. Ownership

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

or

Following Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Securities

Owned

Beneficially

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. l Underlying Securities De (Instr. 3 and 4) Sec

7. Nature of

Ownership

(Instr. 4)

Indirect

(D) or Indirect Beneficial

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(In

(Instr. 3)	Price of Derivative Security	(Month	n/Day/Year)	(Instr.	8)	(D)	A) or isposed of D) nstr. 3, 4,					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to	\$ 18.75	05/08/2008		A		3,810		<u>(1)</u>	05/08/2018	Common Stock	3,810	

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 0	Director	10% Owner	Officer	Other			
Eichhorn Gary C/O INSULET CORPORATION 9 OAK PARK DRIVE BEDFORD, MA 01730	X						

Signatures

/s/ R. Anthony Diehl, attorney 05/12/2008 in fact

**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).
- This option is subject to a three-year vesting period with 50% of the total award vesting one year after the grant date, 25% of the total (1) award vesting two years after the grant date and 25% of the total award vesting three years after the grant date, subject to continued

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.

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