

Taylor Brenton
 Form 4
 September 06, 2018

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

OMB APPROVAL
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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)

1. Name and Address of Reporting Person *
 Taylor Brenton

 (Last) (First) (Middle)
 C/O INOGEN, INC., 326 BOLLAY DRIVE

 (Street)
 GOLETA, CA 93117

 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Inogen Inc [INGN]
 3. Date of Earliest Transaction (Month/Day/Year)
 09/04/2018
 4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 EVP, Engineering
 6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 09/04/2018 | | A | V | 5,000 | A | \$ 16.62 41,297 D |
| Common Stock | 09/04/2018 | | S ⁽¹⁾ | | 2,700 | D | \$ 258.2372 38,597 D |
| Common Stock | 09/04/2018 | | S ⁽¹⁾ | | 800 | D | \$ 259.0925 37,797 D |
| Common Stock | 09/04/2018 | | S ⁽¹⁾ | | 600 | D | \$ 260.4683 37,197 D |

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| | | | | | | | | |
|--------------|------------|------------------|-----|---|--------------------|--------|---|-----------|
| Common Stock | 09/04/2018 | S ⁽¹⁾ | 500 | D | \$ 261.9047 (5) | 36,697 | D | |
| Common Stock | 09/04/2018 | S ⁽¹⁾ | 100 | D | \$ 262.45 | 36,597 | D | |
| Common Stock | 09/04/2018 | S ⁽¹⁾ | 300 | D | \$ 263.68 | 36,297 | D | |
| Common Stock | | | | | | 842 | I | By Spouse |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy) | \$ 16.62 | 09/04/2018 | | M | 5,000 | (6) 03/31/2021(7) | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Taylor Brenton C/O INOGEN, INC. 326 BOLLAY DRIVE GOLETA, CA 93117 | | | EVP, Engineering | |

Signatures

/s/ Alison Bauerlein, as
Attorney-in-Fact

09/06/2018

__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 November 10, 2017.
Represents the weighted average share price of an aggregate total of 2,700 shares sold in the price range of \$257.71 to \$258.60 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (3) Represents the weighted average share price of an aggregate total of 800 shares sold in the price range of \$258.80 to \$259.46 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (4) Represents the weighted average share price of an aggregate total of 600 shares sold in the price range of \$260.00 to \$260.74 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (5) Represents the weighted average share price of an aggregate total of 500 shares sold in the price range of \$261.30 to \$262.21 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (6) Subject to the reporting person's continuing service, 1/48th of the total shares subject to the option shall vest every month after March 1, 2014
- (7) Reporting person's Form 4 filed on 04/02/2014 incorrectly reported the Expiration Date as 04/01/2024.

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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