

Evans Robert D.  
Form 4  
March 05, 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 \*  
Evans Robert D.

(Last) (First) (Middle)

ONE PENUMBRA PLACE

(Street)

ALAMEDA, CA 94502

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Penumbra Inc [PEN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/02/2018

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, Gen. Counsel & Secretary

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/02/2018		M		5,000	A	\$ 22.04
Common Stock	03/01/2018		M		5,000	A	\$ 22.04
Common Stock	03/01/2018		S <sup>(3)</sup>		1,300	D	\$ 107.55 (4)
Common Stock	03/01/2018		S <sup>(3)</sup>		2,678	D	\$ 108.4 (5)
Common Stock	03/01/2018		S <sup>(3)</sup>		822	D	\$ 109.58

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(6)

Common Stock	03/01/2018	S <sup>(3)</sup>	200	D	\$ 110	12,225 <sup>(1)</sup>	D	
Common Stock						170,775 <sup>(7)</sup>	I	By Trust <sup>(8)</sup>

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. Amount or Number of Shares
Stock Option (right to buy)	\$ 22.04	01/02/2018		M	5,000	<sup>(9)</sup> 08/11/2025	Common Stock	5,000
Stock Option (right to buy)	\$ 22.04	03/01/2018		M	5,000	<sup>(9)</sup> 08/11/2025	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Evans Robert D. ONE PENUMBRA PLACE ALAMEDA, CA 94502			EVP, Gen. Counsel & Secretary	

## Signatures

/s/ Johanna Roberts, as attorney-in-fact for Robert D.  
Evans

03/05/2018

\_\_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 totals in column 5 have been adjusted from prior reports to accurately reflect certain transactions as involving directly owned shares, which were previously reported as having involved indirectly owned shares.
- (2) This option exercise was omitted from the prior Form 4 as a result of an administrative error by the company's external share administrator. The shares underlying the option were sold as previously reported in the Form 4 dated January 4, 2018.
- (3) 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 \$106.95 to \$107.85. The price reported above reflects the
- (4) 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 \$108.00 to \$108.95. The price reported above reflects the
- (5) 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 \$109.00 to \$109.95. The price reported above reflects the
- (6) 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) The totals in column 5 have been adjusted from prior reports to accurately reflect certain transactions as involving indirectly owned shares, which were previously reported as having involved directly owned shares.
- (8) Shares are held by The 2010 Robert D. Evans and Norma J. Evans Revocable Trust u/d/t dated November 11, 2010.
- (9) Option grant vests over four years, with 25% of the shares vesting on August 1, 2016 and 1/48 vesting each month thereafter.

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.