Penumbra Inc Form 4 October 11, 2016

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287 Number:

**OMB APPROVAL** 

2005

January 31, Expires:

Estimated average 0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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)

See Instruction

1(b).

1. Name and A	Address of Reportert D.	ting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			Penumbra Inc [PEN]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
ONE PENU	JMBRA PLAC	CE	(Month/Day/Year) 10/07/2016	Director 10% Owner _X Officer (give title Other (specify below)  EVP, Gen. Counsel & Secretary			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
ALAMEDA, CA 94502				Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned			
1 Title of	2 Transaction	Date 2A Dee	med 3 A Securities Acquired	5 Amount of 6 Ownership 7 Natur			

(City)	(State) (	Table Table	I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	` ′	ispose	d of (D)	5. Amount of Securities	6. Ownership Form: Direct	Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3,	4 and	5)	Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	10/07/2016		M	4,537	A	\$ 22.04	7,075	D	
Common Stock							266,296	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)

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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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(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 buy)	\$ 22.04	10/07/2016		M	4,537	(2)	08/11/2025	Common Stock	4,537

## **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

\*\*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) Shares are held by The 2010 Robert D. Evans and Norma J. Evans Revocable Trust u/d/t dated November 11, 2010.
- The option was granted by the Issuer prior to the date on which the Reporting Person became subject to Section 16. The original option grant vests over four years, with 25% of the shares vesting on August 1, 2016 and 1/48 vesting each month thereafter and was previously reported on Form 3.

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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