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Penumbra In Form 4	c										
February 14,	2017										
FORM	Л	STATES	SECUE	PITIFS A	ND FX(∼нл	NGF C	OMMISSION		PROVAL	
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								01411411551014	OMB Number:	3235-0287	
if no long	or			CECINI		Expires:	January 31, 2005				
subject to Section 1 Form 4 or	STATEMENT OF CHANGES IN BENEFIC							NEKSHIP OF	Estimated a burden hour response	•	
Form 5 obligatior may conti <i>See</i> Instru 1(b).	inue. Section 17	(a) of the	Public U		ling Con	ipany	y Act of	e Act of 1934, 1935 or Section 0	1		
(Print or Type R	Responses)										
1. Name and Address of Reporting Person <u>*</u> Kosaraju Sridhar			2. Issuer Name and Ticker or Trading Symbol Penumbra Inc [PEN]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					(Check all applicable)			
ONE PENUMBRA PLACE			(Month/Day/Year) 02/13/2017					Director 10% Owner X Officer (give title Other (specify below) below) CFO and Head of Strategy			
(Street) 4. If A				If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
ALAMEDA	, CA 94502		Filed(Mor	nth/Day/Year))			Applicable Line) _X_Form filed by C Form filed by M Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Aca	uired, Disposed of	. or Beneficial	lv Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)		med on Date, if	3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	02/13/2017			S <u>(1)</u>	800	D	\$ 72.35 (2)	490,407 <u>(3)</u>	Ι	By Trust (4)	
Common Stock	02/13/2017			S <u>(1)</u>	600	D	\$ 73.28 (5)	489,807 <u>(3)</u>	I	By Trust	
Common Stock	02/13/2017			S <u>(1)</u>	200	D	\$ 74.3	489,607 <u>(3)</u>	I	By Trust (4)	

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)

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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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. of Number of Derivative Securities Acquired (A) or Disposed of (D) (tract 2	;	ate	7. Title and Amount of Underlying Securities (Instr. 3 and	Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Amo or Title Num of Shar	ıber	

Reporting Owners

Reporting Owner Name / Address			Relationships	
	Director 10% Owner O		Officer	Other
Kosaraju Sridhar ONE PENUMBRA PLACE ALAMEDA, CA 94502			CFO and Head of Strategy	
Signatures				
/s/ Robert D. Evans, as attorney Kosaraju	y-in-fact f	for Sridhar	02/14/2017	

**Signature of Reporting Person

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 \$71.93 to \$72.75. The price reported above reflects the weighted (2) 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.

Date

- (3) A portion of these shares is subject to vesting.
- (4) Shares are held by the Kosaraju Family Trust.
- This transaction was executed in multiple trades at prices ranging from \$72.95 to \$73.50. The price reported above reflects the weighted(5) 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.

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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