

Levitz Michael L
 Form 4
 February 26, 2019

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

OMB APPROVAL

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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 *
 Levitz Michael L

(Last) (First) (Middle)

C/O INSULET CORPORATION, 100 NAGOG PARK

(Street)

ACTON, MA 01720

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 INSULET CORP [PODD]

3. Date of Earliest Transaction (Month/Day/Year)
 02/22/2019

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)
 SVP and CFO

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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	02/22/2019		F		637 ⁽¹⁾ D \$ 87.6	D	
Common Stock	02/24/2019		F		2,978 ⁽¹⁾ D \$ 87.6	D	

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

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SEC 1474 (9-02)

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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. Price of Derivative Security (Instr. 5)	9. Nu	Deriv	Secur	Bene	Own	Follo	Repo	Trans	(Instr
										Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
										Code	V	(A)	(D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Levitz Michael L C/O INSULET CORPORATION 100 NAGOG PARK ACTON, MA 01720			SVP and CFO	

Signatures

/s/ David Colleran,
attorney-in-fact

02/26/2019

__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) This transaction represents the withholding of shares received upon the vesting of restricted stock units to cover the associated tax obligations.

Includes 3,418 restricted stock units granted on February 24, 2016, which vest on February 24, 2019; 5,980 performance share units granted on February 24, 2016, which vest on February 24, 2019; and 2,164 restricted stock units granted on February 22, 2017, which vest on February 22, 2020; and 2,685 restricted stock units granted on February 14, 2018, which vest as to one-half of the total units on February 14, 2020 and one-half of the total units on February 14, 2021, subject to continued employment. Vested shares will be delivered to the reporting person as soon as practicable following a vesting date.

- (3) Includes 2,164 restricted stock units granted on February 22, 2017, which vest on February 22, 2020; and 2,685 restricted stock units granted on February 14, 2018, which vest as to one-half of the total units on February 14, 2020 and one-half of the total units on February 14, 2021, subject to continued employment. Vested shares will be delivered to the reporting person as soon as practicable following a vesting date.

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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