

Abdi Behrooz L.
Form 4
October 25, 2012

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 *
Abdi Behrooz L.

(Last) (First) (Middle)
1197 BORREGAS AVENUE
(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
InvenSense Inc [INVN]

3. Date of Earliest Transaction (Month/Day/Year)
10/23/2012

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)
CEO and President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 10/24/2012 | | A | (1) 414,770 | \$ 0 414,770 | 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)

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. 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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Stock Option (right to buy) | \$ 7.32 | 10/23/2012 | | D | 61,875 (2) | (2) 07/08/2021 | | Common Stock | 61,875 (2) |
| Stock Option (right to buy) | \$ 11.56 | 10/24/2012 | | A | 829,540 | (3) 10/23/2022 | | Common Stock | 829,540 |
| Stock Option (right to buy) | \$ 11.56 | 10/24/2012 | | A | 622,155 | (4) 10/23/2022 | | Common Stock | 622,155 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Abdi Behrooz L. 1197 BORREGAS AVENUE SUNNYVALE, CA 94089 | X | | CEO and President | |

Signatures

/s/ Jim Callas, attorney in fact for Behrooz L.
Abdi

10/25/2012

__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) Represents a grant of unvested restricted stock. 25% of the award will vest and become subject to release from restrictions one year following the grant date, with monthly vesting and release from restrictions thereafter at the rate of 1/48th per month.
- (2) The shares subject to the the options unvested as of October 23, 2012, were canceled by mutual agreement of the reporting person and InvenSense, Inc. in consideration for their entry into an employment agreement.
- (3) 25% of the award will vest one year following the grant date, with monthly vesting thereafter at the rate of 1/48th per month.
The award will vest ratably at a rate of 1/48th per month after commencement of vesting, and vesting commencing for such shares in
- (4) even thirds of 207,385 shares upon the closing price of the InvenSense, Inc.'s publicly traded stock equaling or exceeding \$15.00, \$17.50 and \$20.00, respectively, for a periods of 20 consecutive trading days.

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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