

Penumbra Inc
Form 4
September 23, 2015

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Davis Daniel Donen

(Last) (First) (Middle)

ONE PENUMBRA PLACE, 1351
HARBOR BAY PARKWAY

(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)
09/23/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) below)

President, North America

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	09/23/2015		C	301 A <u>1</u>	75,301 <u>2</u>	D	
Common Stock	09/23/2015		C	8,143 A <u>1</u>	83,444 <u>2</u>	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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Stock Option (right to buy)	\$ 12.36	03/23/2015		A	200,000	(3) 03/22/2025	Common Stock 200,000
Series B Preferred Stock	(1)	09/23/2015		C	301	(1) (1)	Common Stock 301
Series C Preferred Stock	(1)	09/23/2015		C	8,143	(1) (1)	Common Stock 8,143

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Davis Daniel Donen ONE PENUMBRA PLACE 1351 HARBOR BAY PARKWAY ALAMEDA, CA 94502	President, North America

Signatures

/s/ Sukhindra Mata, as attorney-in-fact for Daniel Donen Davis 09/23/2015

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 Series B and Series C Preferred Stock automatically converted into Common Stock on a 1:1 basis upon closing of the Issuer's initial public offering of Common Stock and had no expiration date.
- (2) A portion of these shares is subject to vesting.
The option was granted 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 January 26, 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.

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