

DeSisto Duane
Form 4/A
April 04, 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 *
DeSisto Duane

(Last) (First) (Middle)

C/O INSULET CORPORATION, 9
OAK PARK DRIVE

(Street)

BEDFORD, MA 01730

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2012

4. If Amendment, Date Original Filed(Month/Day/Year)
04/03/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 04/01/2012 | | A | | 70,000 (3) \$ 0 | D | |
| Common Stock | 04/02/2012 | | M | | 2,235 A \$ 3.6 | D | |
| Common Stock | 04/02/2012 | | M | | 17,765 A \$ 2.5 | D | |
| Common Stock | 04/02/2012 | | S(6) | | 20,000 D \$ 19.3538 (7) | 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)

| 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 or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 19.14 | 04/01/2012 | | A | 70,000 | ⁽¹⁾ 04/01/2022 | Common Stock 70,000 |
| Employee Stock Option (Right to Buy) | \$ 3.6 | 04/02/2012 | | M | 2,235 | ⁽²⁾ 02/09/2015 | Common Stock 2,235 |
| Employee Stock Option (Right to Buy) | \$ 2.5 | 04/02/2012 | | M | 17,765 | ⁽²⁾ 02/23/2014 | Common Stock 17,765 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DeSisto Duane C/O INSULET CORPORATION 9 OAK PARK DRIVE BEDFORD, MA 01730 | X | | President and CEO | |

Signatures

/s/ R. Anthony Diehl, attorney in fact
04/04/2012
**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) This option is subject to a four-year vesting period, with 25% of the total award vesting one year after the grant date and the remainder vesting in equal quarterly installments each quarter thereafter for 12 quarters, subject to continued employment.

This option may be exercised at any time, whether vested or not, but, upon termination of employment, we may repurchase any unvested shares at the exercise price paid for the shares. This option is subject to a four-year vesting period, with 25% of the total award vesting one year after the grant date and the remainder vesting in equal monthly installments each month thereafter for 36 months, subject to continued employment.
- (2) The 70,000 restricted stock units vest one-quarter of the total units on the first anniversary date of the grant and one-quarter each on the second, third and fourth anniversaries of the date of the grant. Vested shares will be delivered to the reporting person as soon as practicable following a vesting date.
- (3) Includes 13,334 restricted stock units granted on March 1, 2010 which vest on March 1, 2013; and 26,667 restricted stock units granted on March 1, 2011 which vest one-half each on March 1, 2013 and March 1, 2014. Vested shares will be delivered to the reporting person as soon as practicable following a vesting date.
- (4) Includes an aggregate of 7,198 shares acquired under the Insulet Corporation 2007 Employee Stock Purchase Plan on the following dates: 219 shares acquired on December 31, 2007; 694 shares acquired on June 30, 2008; 1,429 shares acquired on December 31, 2008; 1,431 shares acquired on June 30, 2009; 772 shares acquired on December 31, 2009; 749 shares acquired on June 30, 2010; 732 shares acquired on December 31, 2010; 532 shares acquired on June 30, 2011; and 640 shares acquired on December 30, 2011.
- (5) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 11, 2011.
- (6) The price reported represents the weighted average sale price of the shares sold. The shares were sold at varying prices in the range of \$19.055 to \$19.64. The reporting Person hereby undertakes, upon request of the Staff of the U.S Securities Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.
- (7)

Remarks:

A Form 4 (the "Original Form 4") was timely filed by the reporting person on April 3, 2012, which incorrectly reflected (i) tha

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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