

INSULET CORP
Form 4
February 11, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Malave Luis

(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)
02/07/2008

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)

Chief Operating Officer

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	(A) or (D)	Price
Common Stock	02/07/2008		S ⁽¹⁾		100	D	\$ 18.46
Common Stock	02/07/2008		S ⁽¹⁾		300	D	\$ 18.47
Common Stock	02/07/2008		S ⁽¹⁾		300	D	\$ 18.47
Common Stock	02/07/2008		S ⁽¹⁾		791	D	\$ 18.47
Common Stock	02/07/2008		S ⁽¹⁾		100	D	\$ 18.48

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Common Stock	02/07/2008	S ⁽¹⁾	300	D	\$ 18.48	3,300	D
Common Stock	02/07/2008	S ⁽¹⁾	100	D	\$ 18.49	3,200	D
Common Stock	02/07/2008	S ⁽¹⁾	100	D	\$ 18.49	3,100	D
Common Stock	02/07/2008	S ⁽¹⁾	600	D	\$ 18.5	2,500	D
Common Stock	02/07/2008	S ⁽¹⁾	1,100	D	\$ 18.51	1,400	D
Common Stock	02/07/2008	S ⁽¹⁾	500	D	\$ 18.52	900	D
Common Stock	02/07/2008	S ⁽¹⁾	200	D	\$ 18.53	700	D
Common Stock	02/07/2008	S ⁽¹⁾	200	D	\$ 18.54	500	D
Common Stock	02/07/2008	S ⁽¹⁾	100	D	\$ 18.55	400	D
Common Stock	02/07/2008	S ⁽¹⁾	100	D	\$ 18.56	300	D
Common Stock	02/07/2008	S ⁽¹⁾	200	D	\$ 18.57	100	D
Common Stock	02/07/2008	S ⁽¹⁾	100	D	\$ 18.69	0	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
					Code V (A) (D)	Title			

Date	Expiration	Amount
Exercisable	Date	or
		Number
		of
		Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Malave Luis C/O INSULET CORPORATION 9 OAK PARK DRIVE BEDFORD, MA 01730			Chief Operating Officer	

Signatures

/s/ R. Anthony Diehl attorney in fact	02/11/2008
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 14, 2007.

Remarks:

This is filing 2 of 2 due to number of rows needed in Table 1.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.