Abdi Behrooz L. Form 4 October 25, 2012

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock

(Print or Type Responses)

Abdi Behrooz L.	Symbol	Issuer		
	InvenSense Inc [INVN]	(Check all applicable)		
(Last) (First) (Middle)	3. Date of Earliest Transaction	(check an applicable)		
1197 BORREGAS AVENUE	(Month/Day/Year) 10/23/2012	X Director 10% Owner		
		CEO and Flesident		

2. Issuer Name and Ticker or Trading

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

(7:-

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

SUNNYVALE, CA 94089

(Ctata)

1. Name and Address of Reporting Person \*

(City)	(State) (	Tabl	e I - Non-D	erivative Se	curities	Acqu	iired, Disposed o	f, or Beneficial	ly 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. Securitie n(A) or Disp (Instr. 3, 4 a	osed of		5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership
Common	10/24/2012		Code V	Amount 414,770	,	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

**OMB APPROVAL** 

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January 31,

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5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

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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 State Acquired (ADisposed of (Instr. 3, 4,	Securities A) or f (D)	6. Date Exer Expiration D (Month/Day/	ate	7. Title and 2. Underlying 9 (Instr. 3 and	Securit
	Security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amor Numl Share
Stock Option (right to buy)	\$ 7.32	10/23/2012		D	(-7)	61,875	<u>(2)</u>	07/08/2021	Common Stock	61, <u>(</u> 2
Stock Option (right to buy)	\$ 11.56	10/24/2012		A	829,540		<u>(3)</u>	10/23/2022	Common Stock	829
Stock Option (right to buy)	\$ 11.56	10/24/2012		A	622,155		<u>(4)</u>	10/23/2022	Common Stock	622

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Toporous o muor roumo / roumoss	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 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 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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