

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-24**
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REPORTING OWNER

Nasiri Steven Saeed

CIK: **1526781**

Type: **4** | Act: **34** | File No.: **001-35269** | Film No.: **13550350**

Mailing Address

*1197 BOREGAS AVENUE
SUNNYVALE CA 94089*

ISSUER

InvenSense Inc

CIK: **1294924** | IRS No.: **000000000** | State of Incorporation: **DE** | Fiscal Year End: **0331**
SIC: **3674** Semiconductors & related devices

Mailing Address

*1197 BORREGAS AVENUE
SUNNYVALE CA 94089*

Business Address

*1197 BORREGAS AVENUE
SUNNYVALE CA 94089
650) 493-9300*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Nasiri Steven Saeed			2. Issuer Name and Ticker or Trading Symbol InvenSense Inc [INVN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/24/2013					
1197 BORREGAS AVENUE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) SUNNYVALE, CA 94089								
(City)	(State)	(Zip)						

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	01/24/2013		<u>M</u>		20,000	A	\$0.7	5,080,790	I	Steven S. Nasiri Living Trust
Common Stock	01/24/2013		<u>S</u> ⁽¹⁾		20,000	D	\$14.76	5,060,790	I	Steven S. Nasiri Living Trust
Common Stock	01/25/2013		<u>M</u>		20,000	A	\$0.7	5,080,790	I	Steven S. Nasiri Living Trust
Common Stock	01/25/2013		<u>S</u> ⁽¹⁾		20,000	D	\$15.1	5,060,790	I	Steven S. Nasiri Living Trust

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$0.7	01/24/2013		<u>M</u>		20,000		(2)	03/27/2018	Common Stock	20,000	\$0.7	1,039,714	D	

Stock Option (right to buy)	\$0.7	01/25/2013		<u>M</u>		20,000	(2)	03/27/2018	Common Stock	20,000	\$0.7	1,019,714	D	
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Explanation of Responses:

1. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 Sales Plan adopted by the reporting person on May 14, 2012 as amended on October 31, 2012.
2. All shares are immediately exercisable.

Signatures

/s/ Steven S. Nasiri

** Signature of Reporting Person

01/28/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.