

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2009-01-26** | Period of Report: **2009-01-22**
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REPORTING OWNER

Howe David A

CIK: **1454678**

Type: **3** | Act: **34** | File No.: **001-33462** | Film No.: **09546017**

Mailing Address

*C/O INSULET CORPORATION
9 OAK PARK DRIVE
BEDFORD MA 01730*

Business Address

781-457-5000

ISSUER

INSULET CORP

CIK: **1145197** | IRS No.: **043523891** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **3841** Surgical & medical instruments & apparatus

Mailing Address

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BEDFORD MA 01730*

Business Address

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(781) 457-5000*

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person <u>Howe David A</u> (Last) (First) (Middle) C/O INSULET CORPORATION, 9 OAK PARK DRIVE (Street) BEDFORD, MA 01730 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/22/2009	3. Issuer Name and Ticker or Trading Symbol <u>INSULET CORP [PODD]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ 10% Owner <u>X</u> Officer (give title below) ___ Other (specify below) <u>VP of Human Resources</u>	5. If Amendment, Date Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check applicable line) <u>X</u> Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
No Securities Are Beneficially Owned	0	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	(1)	12/03/2018	Common Stock	5,000	\$5.22	D	
Stock Option (Right to Buy)	(1)	08/07/2018	Common Stock	20,000	\$14.36	D	

Explanation of Responses:

- 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.

Signatures

/s/ R. Anthony Diehl, attorney in fact

** Signature of Reporting Person

01/26/2009

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.