

Inogen Inc
 Form 4
 February 21, 2014

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

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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 *
 Cooper Stephen E.

2. Issuer Name and Ticker or Trading Symbol
 Inogen Inc [INGN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 326 BOLLAY DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/20/2014

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

GOLETA, CA 93117

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)		
			Code	V	Amount	Price			
Common Stock	02/20/2014		C		121,783	A 11	121,783	I	See footnote (2)
Common Stock	02/20/2014		S		15,428	D \$ 14.88	106,355	I	See footnote (2)
Common Stock	02/20/2014		C		26,336	A 11	26,336	I	See footnote (3)
Common Stock	02/20/2014		S		3,423	D \$ 14.88	22,913	I	See footnote (3)

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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 Securities (Instr. 3 and 4)	8. P	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	(1)	02/20/2014		C	48,333	(1) (1)		Common Stock	49,159
Series B Preferred Stock	(1)	02/20/2014		C	19,997	(1) (1)		Common Stock	29,017
Series C Preferred Stock	(1)	02/20/2014		C	5,125	(1) (1)		Common Stock	8,867
Series D Preferred Stock	(1)	02/20/2014		C	18,484	(1) (1)		Common Stock	34,740
Series C Preferred Stock	(1)	02/20/2014		C	13,564	(1) (1)		Common Stock	23,467
Series D Preferred Stock	(1)	02/20/2014		C	333	(1) (1)		Common Stock	626
Series E Preferred Stock	(1)	02/20/2014		C	833	(1) (1)		Common Stock	2,243

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Cooper Stephen E.
326 BOLLAY DRIVE X
GOLETA, CA 93117

Signatures

/s/ Alison Bauerlein, as
Attorney-in-Fact 02/21/2014

__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) Each share of (i) Series A Preferred Stock will automatically convert into 1.017087063 shares of the Issuer's Common stock, (ii) Series B Preferred Stock will automatically convert into 1.451080982 shares of the Issuer's Common Stock, (iii) Series C Preferred Stock will automatically convert into 1.730144671 shares of the Issuer's Common Stock, (iv) Series D Preferred Stock will automatically convert into 1.879505664 shares of the Issuer's Common Stock, and (v) Series E Preferred Stock will automatically convert into 2.692436975 shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.
- (2) Shares held by Stephen E. Cooper and Susan D. Cooper, as trustees of the Cooper Revocable Trust dated July 26, 1996.
- (3) Shares held by the Stephen E. Cooper Family Partnership in which the reporting person is the General Partner and has voting and dispositive power over such shares.

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.