

Nasiri Steven Saeed  
 Form 4  
 August 17, 2012

**FORM 4**

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

OMB APPROVAL

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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 \*  
 Nasiri Steven Saeed

(Last) (First) (Middle)  
 1197 BORREGAS AVENUE  
 (Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 InvenSense Inc [INVN]

3. Date of Earliest Transaction (Month/Day/Year)  
 08/15/2012

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)  
 President, CEO, Chairman

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 Indirect Beneficial Ownership (Instr. 4) |           |   |                               |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|-------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |           |   |                               |
| Common Stock                    | 08/15/2012                           |  | M                              |   | 5,000   | A  | \$ 0.7  | 8,245,880 | I | Steven S. Nasiri Living Trust |
| Common Stock                    | 08/15/2012                           |  | S <sup>(1)</sup>               |   | 5,000   | D  | \$ 13.819   | 8,240,880 | I | Steven S. Nasiri Living Trust |
| Common Stock                    | 08/16/2012                           |  | M                              |   | 5,000   | A  | \$ 0.7  | 8,245,880 | I | Steven S. Nasiri Living Trust |

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|              |            |  |              |       |   |           |           |   |                               |
|--------------|------------|--|--------------|-------|---|-----------|-----------|---|-------------------------------|
| Common Stock | 08/16/2012 |  | <u>S</u> (1) | 5,000 | D | \$ 13.988 | 8,240,880 | I | Steven S. Nasiri Living Trust |
|--------------|------------|--|--------------|-------|---|-----------|-----------|---|-------------------------------|

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.**

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**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy)                | \$ 0.7   | 08/15/2012                           |  | M                              | 5,000   | <u>(2)</u> 03/27/2018                                    | Common Stock  | 5,000                         |
| Stock Option (right to buy)                | \$ 0.7   | 08/16/2012                           |  | M                              | 5,000   | <u>(2)</u> 03/27/2018                                    | Common Stock  | 5,000                         |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Nasiri Steven Saeed<br>1197 BORREGAS AVENUE<br>SUNNYVALE, CA 94089 | X             | X         | President,<br>CEO,<br>Chairman |       |

## Signatures

/s/ Steven S. Nasiri  
08/17/2012  
Date

Signature of  
Reporting Person

## 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 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.
- (2) All shares are immediately exercisable.

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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