

Pray James Robert  
Form 4  
July 25, 2018

**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 \*  
Pray James Robert

2. Issuer Name and Ticker or Trading Symbol  
Penumbra Inc [PEN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
ONE PENUMBRA PLACE

3. Date of Earliest Transaction (Month/Day/Year)  
07/23/2018

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

President, International

(Street)

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

ALAMEDA, CA 94502

(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                    | 07/23/2018                           |  | S <sup>(1)</sup>               | 846   | D   | \$ 136.46<br>(2)   | 517,085 <sup>(3)</sup>                                | I | By Trust <sup>(4)</sup> |
| Common Stock                    | 07/23/2018                           |  | S <sup>(1)</sup>               | 490   | D   | \$ 139.48<br>(5)   | 516,595 <sup>(3)</sup>                                | I | By Trust <sup>(4)</sup> |
| Common Stock                    | 07/23/2018                           |  | S <sup>(1)</sup>               | 687   | D   | \$ 140.49<br>(6)   | 515,908 <sup>(3)</sup>                                | I | By Trust <sup>(4)</sup> |
| Common Stock                    | 07/23/2018                           |  | S <sup>(1)</sup>               | 701   | D   | \$ 141.42  | 515,207 <sup>(3)</sup>                                | I | By Trust <sup>(4)</sup> |

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|              |            |  |                        |       |   |                            |                    |   |                     |
|--------------|------------|--|------------------------|-------|---|----------------------------|--------------------|---|---------------------|
| Common Stock | 07/23/2018 |  | <u>S<sup>(1)</sup></u> | 3,178 | D | <u>(7)</u><br>\$<br>142.78 | 512,029 <u>(3)</u> | I | By Trust <u>(4)</u> |
| Common Stock | 07/23/2018 |  | <u>S<sup>(1)</sup></u> | 1,864 | D | <u>(8)</u><br>\$<br>143.56 | 510,165 <u>(3)</u> | I | By Trust <u>(4)</u> |
| Common Stock | 07/23/2018 |  | <u>S<sup>(1)</sup></u> | 359   | D | <u>(9)</u><br>\$<br>144.25 | 509,806 <u>(3)</u> | I | By Trust <u>(4)</u> |
| Common Stock |            |  |                        |       |   | <u>(10)</u>                | 1,578              | D |                     |

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.**

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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                         |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)  |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| Pray James Robert<br>ONE PENUMBRA PLACE<br>ALAMEDA, CA 94502 |               |           | President, International |       |

## Signatures

/s/ Robert D. Evans, as attorney-in-fact for James Robert  
Pray

07/25/2018

\_\_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) The sales were effected pursuant to the Reporting Person's Rule 10b5-1 trading plan.  

This transaction was executed in multiple trades at prices ranging from \$136.15 to \$136.55. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

The Reporting Person holds shares both directly and indirectly through his revocable family trust as indicated on this Form. Any changes between direct holdings and indirect holdings through such trust are in transactions exempt from Section 16 pursuant to Rule 16a-13 under the Securities Exchange Act of 1934 as mere changes in form of beneficial ownership.
- (4) Shares are held by the Pray Revocable Trust.  

This transaction was executed in multiple trades at prices ranging from \$139.15 to \$139.70. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (6) This transaction was executed in multiple trades at prices ranging from \$140.25 to \$140.70. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (7) This transaction was executed in multiple trades at prices ranging from \$141.35 to \$141.50. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (8) This transaction was executed in multiple trades at prices ranging from \$142.25 to \$143.10. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (9) This transaction was executed in multiple trades at prices ranging from \$143.20 to \$144.10. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (10) This transaction was executed in multiple trades at prices ranging from \$144.15 to \$144.30. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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.