

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 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person * <u>Sanford Bart Ben</u>  (Last) (First) (Middle) <u>C/O INOGEN, INC.</u> <u>301 COROMAR DRIVE</u>  (Street) <u>GOLETA CA 93117</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Inogen Inc [ INGN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X <b>EVP, Operations</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	03/01/2023		A		1,135 <sup>(1)</sup>	A	\$0.00	10,531	D	
Common Stock	03/01/2023		F		507 <sup>(2)</sup>	D	\$15.56	10,024	D	
Common Stock	03/01/2023		M		2,402	A	\$0.00	12,426	D	
Common Stock	03/01/2023		F		1,166 <sup>(3)</sup>	D	\$15.56	11,260	D	

**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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Unit	(4)	03/01/2023		M			273	(5)	(5)	Common Stock	273	\$0.00	1,092	D	
Restricted Stock Unit	(4)	03/01/2023		M			236	(6)	(6)	Common Stock	236	\$0.00	1,881	D	
Restricted Stock Unit	(4)	03/01/2023		M			1,893	(7)	(7)	Common Stock	1,893	\$0.00	3,787	D	

**Explanation of Responses:**

- The reported securities represent shares earned and vested on March 1, 2023 based on achievement of the financial performance conditions for the 2022 fiscal year that were approved as part of the 2022 performance-based restricted stock award granted on March 1, 2022.
- The reported shares were withheld to cover the Reporting Person's tax withholding liability in connection with the 2022 performance-based restricted stock award granted on March 1, 2022 and vested on March 1, 2023.
- The reported shares were withheld to cover the Reporting Person's tax withholding liability in connection with a portion of a time-based restricted stock award that vested on March 1, 2023.
- Each restricted stock unit represents a contingent right to receive one share of Inogen common stock.
- Subject to the reporting person's continued service, 25% of the restricted stock units shall vest on March 1, 2021, and 1/16th of the restricted stock units shall vest every three months thereafter on the 1st day of the month.
- Subject to the reporting person's continued service, 25% of the restricted stock units shall vest on March 1, 2022, and 1/16th of the restricted stock units shall vest every three months thereafter on the 1st day of the month.
- Subject to the reporting person's continued service, 1/3rd of the restricted stock units shall vest on March 1, 2023, and 1/3rd of the restricted stock units shall vest every year thereafter on the same day of the year as the vesting commencement date.

**Remarks:**

/s/ Leslyn Cicekli, as Attorney-in-Fact 03/02/2023

\*\* Signature of Reporting Person 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.

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