

FORM 3

**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
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. (Last) (First) (Middle) 326 BOLLAY DRIVE (Street) GOLETA, CA 93117 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/12/2014	3. Issuer Name and Ticker or Trading Symbol Inogen Inc [INGN]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)
		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

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			
Series A Preferred Stock	(1)	(1)	Common Stock	48,333	\$ 0	I	See footnote (2)
Series B Preferred Stock	(1)	(1)	Common Stock	19,997	\$ 0	I	See footnote (2)
Series C Preferred Stock	(1)	(1)	Common Stock	5,125	\$ 0	I	See footnote (2)
Series D Preferred Stock	(1)	(1)	Common Stock	18,484	\$ 0	I	See footnote (2)
Series C Preferred Stock	(1)	(1)	Common Stock	13,564	\$ 0	I	See footnote (3)
Series D Preferred Stock	(1)	(1)	Common Stock	333	\$ 0	I	See footnote (3)
Series E Preferred Stock	(1)	(1)	Common Stock	833	\$ 0	I	See footnote (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cooper Stephen E. 326 BOLLAY DRIVE GOLETA, CA 93117	X			

Signatures

/s/ Alison Bauerlein, as Attorney-in-Fact		02/12/2014
<small>**Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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.

(1) Shares held by Stephen E. Cooper and Susan D. Cooper, as trustees of the Cooper Revocable Trust dated July 26, 1996.

(2) 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.

Remarks:

Exhibit 24 - Power of Attorney

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.

Exhibit 24
POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Inogen, Inc. (the "Company"), hereby constitutes and appoints Raymond Huggenberger, Alison Bauerlein, Leslyn Cicekli, Daniel Koeppen and Zachary Myers the undersigned's true and lawful attorneys-in-fact to:

1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorneys-in-fact shall in their discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorneys-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agent shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 12th day of February, 2014.

Signature: /s/ Stephen E. Cooper

Print Name: Stephen E. Cooper
