

# FORM 4

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

OMB APPROVAL	
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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 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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/20/2014					
326 BOLLAY DRIVE								
(Street)			4. 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		
GOLETA, CA 93117								
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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	02/20/2014		C		121,783	A	(1)	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	(1)	26,336	I	See footnote (3)
Common Stock	02/20/2014		S		3,423	D	\$ 14.88	22,913	I	See footnote (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series A Preferred Stock	(1)	02/20/2014		C		48,333		(1)	(1)	Common Stock	49,159	\$ 0	0	I	See footnote (2)
Series B Preferred Stock	(1)	02/20/2014		C		19,997		(1)	(1)	Common Stock	29,017	\$ 0	0	I	See footnote (2)
Series C Preferred Stock	(1)	02/20/2014		C		5,125		(1)	(1)	Common Stock	8,867	\$ 0	0	I	See footnote (2)
Series D Preferred Stock	(1)	02/20/2014		C		18,484		(1)	(1)	Common Stock	34,740	\$ 0	0	I	See footnote (2)
Series C Preferred Stock	(1)	02/20/2014		C		13,564		(1)	(1)	Common Stock	23,467	\$ 0	0	I	See footnote (3)
Series D Preferred Stock	(1)	02/20/2014		C		333		(1)	(1)	Common Stock	626	\$ 0	0	I	See footnote (3)

Series E Preferred Stock	(1)	02/20/2014		C		833	(1)	(1)	Common Stock	2,243	\$ 0	0	I	See footnote (3)
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## 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		02/21/2014
<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 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).

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, (1) (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.

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