# FORM 4

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

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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) 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading Symbol (Check all applicable) ARBORETUM VENTURES II LP Inogen Inc [INGN] \_X\_ 10% Owner 3. Date of Earliest Transaction (Month/Day/Year) (First) (Middle) Officer (give title below) Other (specify below 303 DETROIT STREET, SUITE 301 09/18/2014 6. Individual or Joint/Group Filing(Check Applicable Line) 4. If Amendment, Date Original Filed(Month/Day/Year) Form filed by One Reporting Person X\_Form filed by More than One Reporting Person ANN ARBOR, MI 48104 (State) (City) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security 2. Transaction 2A. Deemed 3. Transaction 4. Securities Acquired Amount of Securities 7. Nature (Instr. 3) Date Execution Date, if Code (A) or Disposed of (D) Beneficially Owned Following Ownership of Indirect (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Reported Transaction(s) Form: Beneficial Ownership (Month/Day/Year) (Instr. 3 and 4) Direct (D) (A) or Indirect (Instr. 4) (I) or Code Amount (D) Price (Instr. 4) see  $S^{(1)}$ 21.4698 291,336 Common Stock 09/18/2014 1,913 D footnote (2)(3)see  $S^{(1)}$ Common Stock 09/18/2014 1.276 D 21.4698 194,219 footnote (2)<u>(4)</u> see  $S^{(1)}$ 21.4698 1,321,414 Common Stock 09/18/2014 D 8,652 footnote (2)(5) see Common Stock  $S^{(1)}$ 09/18/2014 2,024 D 21.4698 309,614 footnote (2)(6) see Common Stock 09/19/2014  $S^{(1)}$ 3,657 D 21.0154 287,679 footnote (7)<u>(3)</u> see  $S^{(1)}$ Common Stock 09/19/2014 2,438 D 21.0154 191,781 footnote (7)(4)see  $S^{(1)}$ Common Stock 09/19/2014 16,536 D 21.0154 1,304,878 footnote (7)**(5)** see  $S^{(1)}$ 21.0154 305,745 Common Stock 09/19/2014 3.869 D footnote <u>7)</u> 6 see  $S^{(1)}$ 09/22/2014 Common Stock 897 D 20.3304 286,782 footnote (3) (8) see  $S^{(1)}$ 20.3304 191,183 Common Stock 09/22/2014 598 D footnote (4) (8)see  $S^{(1)}$ Common Stock 09/22/2014 4,056 D 20.3304 1,300,822 footnote **(8)** <u>(5)</u> see Common Stock 09/22/2014  $S^{(1)}$ 949 D 20.3304 304,796 footnote **(8)** <u>(6)</u> Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly Persons who respond to the collection of information SEC 1474 (9contained in this form are not required to respond unless 02) the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction	3A. Deemed	4.	5. Number	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transaction	of	and Expiration Date	Amount of	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code	Derivative	(Month/Day/Year)	Underlying	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities		Securities	(Instr. 5)	Beneficially	Derivative	Ownership

Derivative Security				Acquired (A) or Disposed of (D) (Instr. 3,				(Instr. 3 and 4)		Following Reported Transaction(s)	Direct (D) or Indirect	(Instr. 4)
		Code		(A)	13)		Expiration Date	Title	Amount or Number of Shares			

### **Reporting Owners**

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
ARBORETUM VENTURES II LP 303 DETROIT STREET, SUITE 301 ANN ARBOR, MI 48104		X				
Arboretum Ventures 1, LLC 303 DETROIT STREET, SUITE 301 ANN ARBOR, MI 48104		X				
Arboretum Investment Manager, LLC 303 DETROIT STREET, SUITE 301 ANN ARBOR, MI 48104		X				
Arboretum Investment Manager IIa, LLC 303 DETROIT STREET, SUITE 301 ANN ARBOR, MI 48104		X				
Arboretum Ventures 1-A, LLC 303 DETROIT STREET, SUITE 301 ANN ARBOR, MI 48104		X				
ARBORETUM VENTURES 11A LP 303 DETROIT STREET, SUITE 301 ANN ARBOR, MI 48104		X				
Arboretum Investment Manager II, LLC 303 DETROIT STREET, SUITE 301 ANN ARBOR, MI 48104		X				
Garfinkle Jan L. 303 DETROIT STREET, SUITE 301 ANN ARBOR, MI 48104		X				

#### **Signatures**

/s/ Marcy Marshall as attorney-in-fact	09/22/2014
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 reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 5, 2014.
- Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$21.1100 to \$21.8700 per share. Each (2) Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- These shares are held by Arboretum Ventures 1, LLC ("Ventures 1"). Arboretum Investment Manager, LLC ("AIM") serves as the managing member of Ventures 1.

  Arboretum Ventures, Inc. ("INC") serves as the Manager of AIM. Jan Garfinkle and Timothy Petersen are the sole shareholders of INC and share the power to vote or dispose of these shares and therefore may be deemed to have voting and investment power with respect to such shares; however, they disclaim beneficial ownership of the shares except to the extent of their pecuniary interests therein. Timothy Petersen is a director of the Issuer and, accordingly, files separate Section 16 reports.
- These shares are held by Arboretum Ventures 1-A, LLC ("Ventures 1-A"). AIM serves as the managing member of Ventures 1-A. INC serves as the Manager of AIM. Jan Garfinkle and Timothy Petersen are the sole shareholders of INC and share the power to vote or dispose of these shares and therefore may be deemed to have voting and investment power with respect to such shares; however, they disclaim beneficial ownership of the shares except to the extent of their pecuniary interests therein. Timothy Petersen is a director of the Issuer and, accordingly, files separate Section 16 reports.
- These shares are held by Arboretum Ventures II, L.P ("Ventures II"). Arboretum Investment Manager II, LLC ("AIM II") serves as the general partner of Ventures II. Jan Garfinkle and Timothy Petersen are the managing members of AIM II and share the power to vote or dispose of these shares and therefore may be deemed to have voting and investment power with respect to such shares; however, they disclaim beneficial ownership of the shares except to the extent of their pecuniary interests therein.

  Timothy Petersen is a director of the Issuer and, accordingly, files separate Section 16 reports.
- These shares are held by Arboretum Ventures IIa, L.P ("Ventures IIa). AIM II serves as the sole manager of Arboretum Investment Manager IIa, LLC ("AIM IIa"), which serves as the general partner of Ventures IIa. Jan Garfinkle and Timothy Petersen are the managing members of AIM II and share the power to vote or dispose of these shares and therefore may be deemed to have voting and investment power with respect to such shares; however, they disclaim beneficial ownership of the shares except to the extent of their pecuniary interests therein. Timothy Petersen is a director of the Issuer and, accordingly, files separate Section 16 reports.
- Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$20.850 to \$21.300 per share. Each Reporting (7) Person undertakes to provide, upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each

separate price is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$20.000 to \$20.800 per share. Each Reporting (8) Person undertakes to provide, upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

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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