

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

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>Taylor Brenton</b>		2. Issuer Name and Ticker or Trading Symbol <b>Inogen Inc [INGN]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP, Engineering</b>	
(Last) (First) (Middle) <b>C/O INOGEN, INC., 326 BOLLAY DRIVE</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>03/01/2019</b>			
(Street) <b>GOLETA, CA 93117</b>		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	
(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	03/01/2019		A		2,430 (1)	A	\$ 0	57,266	D	
Common Stock	03/01/2019		A		710 (2)	A	\$ 0	57,976	D	
Common Stock	03/01/2019		F		246 (3)	D	\$ 106.97	57,730	D	
Common Stock	03/01/2019		A		920 (4)	A	\$ 0	58,650	D	
Common Stock	03/01/2019		F		319 (3)	D	\$ 106.97	58,331	D	
Common Stock	03/01/2019		F		46 (5)	D	\$ 106.97	58,285	D	
Common Stock	03/01/2019		F		185 (5)	D	\$ 106.97	58,100	D	
Common Stock								842	I	By Spouse

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		Date Exercisable	Expiration Date					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Taylor Brenton C/O INOGEN, INC. 326 BOLLAY DRIVE GOLETA, CA 93117			EVP, Engineering	

## Signatures

/s/ Alison Bauerlein, as Attorney-in- Fact		03/05/2019
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 reported securities represent shares of restricted stock, 25% of which shall vest on March 1, 2020, and 1/16th of which shall vest every three months thereafter on the 1st day of the month, subject in each case to the reporting person remaining a service provider through each such applicable vesting date.
- (2) The reported securities represent shares earned and vested on March 1, 2019 based on achievement of the financial performance conditions for the 2018 fiscal year that were approved as part of the 2017 performance-based restricted stock award granted on August 8, 2017.
- (3) The reported shares were withheld in a net issuance to cover the Reporting Person's tax withholding liability in connection with the portion of the 2018 performance-based restricted stock award that was earned and vested on March 1, 2019.
- (4) The reported securities represent shares earned and vested on March 1, 2019 based on achievement of the financial performance conditions for the 2018 fiscal year that were approved as part of the 2018 performance-based restricted stock award granted on September 17, 2018.
- (5) 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, 2019.

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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