

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person* Shabshab Nabil		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"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO and President	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2022		
C/O INOGEN, INC., 301 COROMAR DRIVE			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
(Street) GOLETA, CA 93117					
(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	03/01/2022		A		9,409 (1)	A	\$ 0	9,409	D	
Common Stock	03/01/2022		F		4,665 (2)	D	\$ 35.21	4,744	D	
Common Stock	03/01/2022		M		21,641	A	\$ 0	26,385	D	
Common Stock	03/01/2022		F		10,730 (3)	D	\$ 35.21	15,655	D	

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				
Restricted Stock Unit	(4)	03/01/2022		M		4,705	(5)	(5)	Common Stock	4,705	\$ 0	14,114	D	
Restricted Stock Unit	(4)	03/01/2022		M		16,936	(6)	(6)	Common Stock	16,936	\$ 0	16,936	D	
Restricted Stock Unit	(4)	03/01/2022		A		39,051	(7)	(7)	Common Stock	39,051	\$ 0	39,051	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shabshab Nabil C/O INOGEN, INC. 301 COROMAR DRIVE GOLETA, CA 93117	X		CEO and President	

Signatures

/s/ Leslyn Cicekli, as Attorney-in-Fact	03/03/2022
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 earned and vested on March 1, 2022 based on achievement of the financial performance conditions for the 2021 fiscal year that were approved as part of the 2021 performance-based restricted stock award granted on March 1, 2021.
 - (2) The reported shares were withheld to cover the Reporting Person's tax withholding liability in connection with the 2021 performance-based restricted stock award granted on March 1, 2021 and vested on March 1, 2022.
 - (3) 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, 2022.
 - (4) Each restricted stock unit represents a contingent right to receive one share of Inogen common stock.
 - (5) Subject to the reporting person's continued service with the Company, 25% of the restricted stock units will vest March 1, 2022, and the remaining 75% of the restricted stock units will vest in 1/12th quarterly installments over the following 3 years.
 - (6) Subject to the reporting person's continued service, 50% of the restricted stock units will vest on March 1, 2022, and the remaining 50% of the restricted stock units will vest in 1/8th quarterly installments over the following 2 years.
 - (7) 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.

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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