TOMBESI PAOLO Form 4

January 08, 2018

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TOMBESI PAOLO	Issuer Name and Ticker or Trading Symbol INSMED Inc [INSM]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specifibelow) Chief Financial Officer		
(Last) (First) (Middle) 10 FINDERNE AVENUE, BUILDING 10	3. Date of Earliest Transaction (Month/Day/Year) 01/04/2018			
(Street) BRIDGEWATER, NJ 08807	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (A	Table Table	e I - Non-D	erivative S	ecuriti	ies Acq	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	ies Acc	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Dis	posed	of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	01/04/2018		A	10,669 (1)	A	<u>(2)</u>	10,669	D	

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

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SEC 1474

(9-02)

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

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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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 30.46	01/04/2018		A	55,400	(3)	01/04/2028	Common Stock	55,400

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

TOMBESI PAOLO 10 FINDERNE AVENUE BUILDING 10 BRIDGEWATER, NJ 08807

Chief Financial Officer

Signatures

Christine Pellizzari as Attorney-in-fact

01/08/2018 Date

**Signature of Reporting Person

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) Restricted stock units granted pursuant to the Company's 2017 Incentive Plan. The Restricted Stock Units vest and become available as follows: twenty five (25%) percent on each anniversary of the date of grant through the fourth anniversary date of the grant.
- (2) Each Restricted Stock Unit was received as a grant on January 4, 2018, for no consideration, and represents a contingent right to receive one share of Common Stock.
- Stock options granted under the Company's 2017 Incentive Plan. The options become exercisable based on the following vesting schedule: twenty-five percent (25%) on the first anniversary of the grant date and an additional twelve and one-half percent (12.5%) vest on the six month anniversary of the first anniversary date and each six month anniversary date thereafter through the fourth anniversary of the date of grant.

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.

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