

NanoString Technologies Inc

Form 4

January 08, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BURNS WAYNE

(Last) (First) (Middle)

**530 FAIRVIEW AVENUE
N., SUITE 2000**

(Street)

SEATTLE, WA 98109

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**NanoString Technologies Inc
[NSTG]**

3. Date of Earliest Transaction
(Month/Day/Year)
01/06/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
SVP, Operations & Admin

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	01/06/2016		M		7,812	A	\$ 2.24
Common Stock	01/06/2016		M		16,093	A	\$ 2.24
Common Stock	01/06/2016		M		33,301	A	\$ 1.92

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

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SEC 1474
(9-02)

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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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares
Stock Option (right to buy)	\$ 2.24	01/06/2016		M	7,812	<u>(1)</u>	10/14/2019	Common Stock		7,812
Stock Option (right to buy)	\$ 2.24	01/06/2016		M	16,093	<u>(2)</u>	03/01/2020	Common Stock		16,093
Stock Option (right to buy)	\$ 1.92	01/06/2016		M	33,301	<u>(3)</u>	02/28/2022	Common Stock		33,301

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BURNS WAYNE 530 FAIRVIEW AVENUE N. SUITE 2000 SEATTLE, WA 98109	SVP, Operations & Admin

Signatures

/s/ Shannon Atchison,
Attorney-in-fact 01/08/2016

 **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 Option fully vested on June 8, 2013.

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- (2) The Option fully vested on February 12, 2014.
- (3) 25% of the shares subject to the Option vested on March 1, 2012 (the "Vesting Commencement Date") and thereafter 1/48th of the shares subject to the Option vest on each monthly anniversary of the Vesting Commencement.

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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