

NANOSTRING TECHNOLOGIES INC

Reported by
JOHNSON JAMES A

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/08/17 for the Period Ending 02/06/17

Address	530 FAIRVIEW AVENUE NORTH SEATTLE, WA 98109
Telephone	206-378-6266
CIK	0001401708
Symbol	NSTG
Fiscal Year	12/31

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

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
JOHNSON JAMES A			NanoString Technologies Inc [NSTG]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Financial Officer		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
530 FAIRVIEW AVENUE N.			2/6/2017					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
SEATTLE, WA 98109						<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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/6/2017		M		3333	A	(1)	8422	D	
Common Stock	2/6/2017		F		1089	D	(2)	7333	D	

Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (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	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	2/6/2017		M		3333		(3)	(3)	Common Stock	3333	\$0.00	6667	D	
Restricted Stock Units	(4)	2/6/2017		A		10000		(5)	(5)	Common Stock	10000	\$0.00	10000	D	
Stock Option (right to buy)	\$18.80	2/6/2017		A		20000		(6)	2/5/2027	Common Stock	20000	\$0.00	20000	D	

Explanation of Responses:

- (1) Restricted stock units ("RSUs") convert into Common Stock on a one-for-one basis.
- (2) The reported shares were withheld to cover the reporting person's tax liability in connection with the vesting of RSUs. These shares were not issued to or sold by the reporting person.
- (3) On February 3, 2016, the reporting person was granted 10,000 RSUs, vesting in three equal installments beginning on the first market trading day following the first anniversary of the grant date.
- (4) Each RSU represents a contingent right to receive one (1) share of Issuer's common stock.
- (5) 1/3 of the RSUs vest on the first market trading day following the first anniversary of March 6, 2017 (the "RSU Vesting Commencement Date"), and 1/3 of the RSUs vest annually each year on the first market trading day after the second and third anniversary of the RSU Vesting Commencement Date, in each case, subject to Participant's continuing to be a Service Provider (as defined in the 2013 Equity Incentive Plan) through each such date.
- (6) The shares subject to this option shall vest at a rate of 1/48th of the total number of shares vest on the one-month anniversary of February 6, 2017 (the "Option Vesting Commencement Date") and 1/48th of the total number of shares each monthly anniversary of the Option Vesting Commencement Date thereafter (and if there is no corresponding day, on the last day of the month) for so long as the recipient of the option remains a "Service Provider" (as defined in the 2013 Plan) of the Company, such that the total number of shares shall be fully vested on the four-year anniversary of the Option Vesting Commencement Date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON JAMES A 530 FAIRVIEW AVENUE N. SEATTLE, WA 98109			Chief Financial Officer	

Signatures

/s/ Shannon Atchison, Attorney-in-Fact

2/8/2017

** Signature of Reporting Person

Date

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

* 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).

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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