

INSMED INC
Reported by
STRECK PAUL

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 01/08/18 for the Period Ending 01/04/18

Address	10 FINDERNE AVENUE BUILDING 10 BRIDGEWATER, NJ, 08807
Telephone	908-977-9900
CIK	0001104506
Symbol	INSM
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

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

1. Name and Address of Reporting Person * STRECK PAUL (Last) (First) (Middle) 10 FINDERNE AVENUE, BUILDING 10 (Street) BRIDGEWATER, NJ 08807 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol INSMED Inc [INSM]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) _____ Other (specify below) Chief Medical Officer
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">1/4/2018</p>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	1/4/2018		A		11490 (1)	A	(2)	11490	D	

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

1. Title of Derivate 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
Stock Option	\$30.46	1/4/2018		A		59660		(3)	1/4/2028	Common Stock	59660	\$0	59660	D	

Explanation of Responses:

- (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.
- (3) 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STRECK PAUL 10 FINDERNE AVENUE BUILDING 10 BRIDGEWATER, NJ 08807			Chief Medical Officer	

Signatures

Christine Pellizzari as Attorney-in-fact

1/8/2018

**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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