FORM 5

United States Securities and Exchange Commission
Washington, D.C. 20549

ANNUAL 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
   Kosaraju Sridhar
   ONE PENUMBRA PLACE
   ALAMEDA, CA 94502

2. Issuer Name and Ticker or Trading Symbol
   Penumbra Inc [PEN]

3. Statement for Issuer's Fiscal Year Ended
   12/31/2019

4. If Amendment, Date Original Filed

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   ___ Director
   ___ 10% Owner
   X ___ Officer (give title below)
   ___ Other (specify below)
   President

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security
   Common Stock

2. Trans. Date
   8/26/2019

3A. Deemed Execution Date, if any
   G

4. Securities Acquired (A) or Disposed of (D)
   1000 A

5. Amount of Securities Beneficially Owned
   Following Reported Transaction(s)
   $0 D

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
   X Direct (D)

7. Nature of Indirect Beneficial Ownership (Instr. 4)
   By Trust (2)

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

1. Title of Derivative Security
   Common Stock

2. Conversion or Exercise Price of Derivative Security

3. Trans. Date
   8/26/2019

4A. Deemed Execution Date, if any
   G

4. Trans. Code (Instr. 8)
   1000 A

5. Number of Derivative Securities Acquired (A) or Disposed of (D)
   1000 A

6. Date Exercisable and Expiration Date
   12/31/2019 D

7. Title and Amount of Securities Underlying Derivative Security
   Common Stock 1000 D

8. Price of Derivative Security
   $0

9. Number of Derivative Securities Beneficially Owned at End of Issuer's Fiscal Year
   1000 D

10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)
    Direct (D)

11. Nature of Indirect Beneficial Ownership (Instr. 4)
    By Trust (2)

Explanation of Responses:
(1) This was a bona fide gift with no payment in consideration.
(2) Shares are held by the Kosaraju Family Trust.

Reporting Owners

Reporting Owner Name / Address
Kosaraju Sridhar
ONE PENUMBRA PLACE
ALAMEDA, CA 94502

Relationships
Director 10% Owner Officer Other
President

Signatures
/s/ Johanna Roberts, as attorney-in-fact for Sridhar Kosaraju
2/14/2020

Signature of Reporting Person

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).
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.