**FORM 4**

[ ] 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**

Grewal Harpreet

One Penumbra Place

Alameda, CA 94502

**2. Issuer Name and Ticker or Trading Symbol**

Penumbra Inc [ PEN ]

**3. Date of Earliest Transaction (MM/DD/YYYY)**

1/3/2022

**4. If Amendment, Date Original Filed (MM/DD/YYYY)**

**5. Relationship of Reporting Person(s) to Issuer**

(Check all applicable)

[ ] Director

[ ] 10% Owner

[ ] Officer (give title below)

[ ] Other (specify below)

**6. Individual or Joint/Group Filing**

(Check Applicable Line)

[ ] Form filed by One Reporting Person

[ ] Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Trans. Date</th>
<th>Trans. Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>1/3/2022</td>
<td>S</td>
<td>634 (A)</td>
<td>D $285.34</td>
<td>D</td>
<td>V</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivate Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Trans. Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable and Expiration Date</th>
<th>Title of Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Number of Shares Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td>Code V (A)</td>
<td>(D)</td>
<td>Date Exercisable Expiration Date</td>
<td>Title</td>
<td>Amount or Number of Shares</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

(1) The sales were effected pursuant to the Reporting Person's Rule 10b5-1 trading plan.

**Reporting Owners**

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Grewal Harpreet</td>
<td>Director</td>
</tr>
</tbody>
</table>

**Signatures**

/s/ Johanna Roberts, as attorney-in-fact for Harpreet Grewal

1/5/2022

**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.