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

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)
   2/18/2022

4. If Amendment, Date Original Filed
   
5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   X Director
   10% Owner
   Officer (give title below)
   Other (specify below)

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Trans. Code</th>
<th>Securities Acquired or Disposed of</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>2/18/2022</td>
<td></td>
<td>V</td>
<td>A</td>
<td>710</td>
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<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>(A)</td>
<td>$0</td>
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<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>(D)</td>
<td>11440</td>
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</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivate Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Trans. Code</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D)</th>
<th>Date Exercisable and Expiration Date</th>
<th>Title of Derivative Security Underlying Derivative Security</th>
<th>Amount or Number of Shares</th>
<th>Price of Derivative Security</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>Ownership Form of Derivative Security: Direct (D) or Indirect (I)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
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<tbody>
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Explanation of Responses:
(1) Restricted stock units vest as to 1/4 on each of March 31, 2022, June 30, 2022, September 30, 2022, and December 31, 2022, subject to Mr. Grewal's continued service as director through such dates.
(2) A portion of these shares is subject to vesting.

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/ Emma J. Purdy, as attorney-in-fact for Harpreet Grewal 2/23/2022

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.

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