

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

**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 -* Elsesser Adam (Last) (First) (Middle) ONE PENUMBRA PLACE (Street) ALAMEDA, CA 94502 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Penumbra Inc [PEN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO and President
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">8/11/2021</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	8/11/2021		M		14500	A	\$7.75	14500	D	
Common Stock	8/11/2021		S(1)		500	D	\$245.36 (2)	14000	D	
Common Stock	8/11/2021		S(1)		200	D	\$246.21 (3)	13800	D	
Common Stock	8/11/2021		S(1)		704	D	\$247.25 (4)	13096	D	
Common Stock	8/11/2021		S(1)		2611	D	\$248.35 (5)	10485	D	
Common Stock	8/11/2021		S(1)		1985	D	\$249.16 (6)	8500	D	
Common Stock	8/11/2021		S(1)		1088	D	\$250.19 (7)	7412	D	
Common Stock	8/11/2021		S(1)		1125	D	\$251.29 (8)	6287	D	
Common Stock	8/11/2021		S(1)		300	D	\$252.12 (9)	5987	D	
Common Stock	8/11/2021		S(1)		1700	D	\$253.30 (10)	4287	D	
Common Stock	8/11/2021		S(1)		1684	D	\$254.22 (11)	2603	D	
Common Stock	8/11/2021		S(1)		2503	D	\$255.26 (12)	100	D	
Common Stock	8/11/2021		S(1)		100	D	\$257.28	0	D	
Common Stock								957582	I	By Trust (13)

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	Amount or Number of Shares				
Stock Option (right to buy)	\$7.75	8/11/2021		M		14500		(14)	3/20/2024	Common Stock	14500.0	\$0	130500	D	

Explanation of Responses:

- (1) The sales were effected pursuant to the Reporting Person's Rule 10b5-1 trading plan.
- (2) This transaction was executed in multiple trades at prices ranging from \$244.78 to \$245.74. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide to the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.
- (3) This transaction was executed in multiple trades at prices ranging from \$246.00 to \$246.41. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide to the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.
- (4) This transaction was executed in multiple trades at prices ranging from \$246.88 to \$247.75. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide to the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.

regarding the number of shares and prices at which the transaction was effected.

- (5) This transaction was executed in multiple trades at prices ranging from \$247.79 to \$248.76. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide to the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.
- (6) This transaction was executed in multiple trades at prices ranging from \$248.79 to \$249.66. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide to the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.
- (7) This transaction was executed in multiple trades at prices ranging from \$249.82 to \$250.74. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide to the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.
- (8) This transaction was executed in multiple trades at prices ranging from \$250.80 to \$251.73. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide to the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.
- (9) This transaction was executed in multiple trades at prices ranging from \$251.87 to \$252.41. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide to the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.
- (10) This transaction was executed in multiple trades at prices ranging from \$252.88 to \$253.70. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide to the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.
- (11) This transaction was executed in multiple trades at prices ranging from \$253.78 to \$254.59. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide to the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.
- (12) This transaction was executed in multiple trades at prices ranging from \$254.91 to \$255.70. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide to the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares and prices at which the transaction was effected.
- (13) Shares are held by the Siegel/Elsesser Revocable Trust.
- (14) All shares are vested and exercisable.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Elsesser Adam ONE PENUMBRA PLACE ALAMEDA, CA 94502	X		CEO and President	

Signatures

/s/ Johanna Roberts, as attorney-in-fact for Adam Elsesser

8/12/2021

**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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