

INPHI Corp

Form 4

February 24, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Torten Ron

(Last) (First) (Middle)

2953 BUNKER HILL LANE, STE
300

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

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

INPHI Corp [IPHI]

3. Date of Earliest Transaction
(Month/Day/Year)

02/20/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Sr. VP of Operations & IT

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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)
Common Stock	02/20/2015		M	10,044	A \$ 9.29 95,803 ⁽⁴⁾	D	
Common Stock	02/20/2015		S	10,044	D \$ 18.3271 85,759 ⁽²⁾	D	
Common Stock	02/20/2015		S	1,728	D \$ 18.396 84,031	D	
Common Stock	02/20/2015		S	3,750	D \$ 18.3607 80,281 ⁽³⁾	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Common Stock	\$ 9.29	02/20/2015		M	10,044	<u>(1)</u>	04/30/2020	Common Stock 10,044

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Torten Ron 2953 BUNKER HILL LANE, STE 300 SANTA CLARA, CA 95054	Sr. VP of Operations & IT

Signatures

/s/ John Edmunds,
Attorney-in-fact 02/24/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The option award vests in equal monthly installments from 4/30/11 to 4/30/15.

Represents the weighted average purchase price for a number of transactions effected at prices ranging from \$18.30 to \$18.395. The reporting person has provided to the issuer, and undertakes to provide upon request to the SEC staff, or any security holder of the issuer, information regarding the number of shares purchased at each separate price within the range.

Represents the weighted average purchase price for a number of transactions effected at prices ranging from \$18.34 to \$18.38. The reporting person has provided to the issuer, and undertakes to provide upon request to the SEC staff, or any security holder of the issuer, information regarding the number of shares purchased at each separate price within the range.

(4) Includes 1,728 shares acquired through the Company's qualified ESPP program.

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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