

# **INSPIREMD, INC.**

Reported by  
**BAR ELI**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 11/09/12 for the Period Ending 06/01/11

Address	321 COLUMBUS AVENUE BOSTON, MA 02116
Telephone	(857) 453-6553
CIK	0001433607
Symbol	NSPR
SIC Code	3841 - Surgical and Medical Instruments and Apparatus
Industry	Medical Equipment & Supplies
Sector	Healthcare
Fiscal Year	12/31

# FORM 4

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

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

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## 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

<b>1. Name and Address of Reporting Person *</b>  <b>Bar Eli</b>  (Last) (First) (Middle)  <b>C/O INSPIREMD, INC., 4 MENORAT HAMAOR</b>  (Street)  <b>TEL AVIV, L3 67448</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>InspireMD, Inc. [ NSPR ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>6/1/2011</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  ___ Director ___ 10% Owner ___ <input checked="" type="checkbox"/> ___ Officer (give title below) ___ Other (specify below) <b>CTO InspireMD Ltd.</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  ___ <input checked="" type="checkbox"/> ___ 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**

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)				
Common Stock	10/17/2012		M		243481	A	\$0.001	243481	D	
Common Stock	10/17/2012		M		365224	A	\$0.001	608705	D	
Common Stock	10/17/2012		M		456530	A	\$0.001	1065235	D	

**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					
Options to Purchase Common Stock	\$2.75	6/1/2011		A		200000		(1)	5/23/2016	Common Stock	200000	\$0	200000	D		
Options to Purchase Common Stock	\$2.75	8/31/2011		D	(2)	200000		(1)	5/23/2016	Common Stock	200000	\$0	0	D		
Options to Purchase Common Stock	\$1.93	8/31/2011		A	(2)	200000		(1)	5/23/2016	Common Stock	200000	\$0	200000	D		
Options to Purchase Common Stock	\$0.001	10/17/2012		M		243481		(1)	3/31/2011	10/28/2016	Common Stock	243481	\$0	0	D	
Options to Purchase Common Stock	\$0.001	10/17/2012		M		365224		(1)	3/31/2011	12/29/2016	Common Stock	365224	\$0	0	D	
Options to Purchase Common Stock	\$0.001	10/17/2012		M		456530		(3)	7/22/2020		Common Stock	0	\$0	152177	D	

**Explanation of Responses:**

- (1) This option vests annually, with 1/3 vesting on May 23, 2012, May 23, 2013 and May 23, 2014.
- (2) The two reported transactions involved a cancellation of an outstanding option and the grant of a replacement option.

- (3) This represents the vested portion of an option to purchase 608,707 shares of common stock granted in July 2010 which vests quarterly over three years, commencing with the quarter in which it was granted.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Bar Eli</b> <b>C/O INSPIREMD, INC.</b> <b>4 MENORAT HAMAOR</b> <b>TEL AVIV, L3 67448</b>			<b>CTO InspireMD Ltd.</b>	

**Signatures**

/s/ Eli Bar

11/9/2012

\*\* 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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