

INSPIREMD, INC.

Reported by
MILINAZZO ALAN

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/28/16 for the Period Ending 01/26/16

Address	321 COLUMBUS AVENUE BOSTON, MA 02116
Telephone	(857) 453-6553
CIK	0001433607
Symbol	NSPR
Fiscal Year	12/31

FORM 4

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

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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

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
MILINAZZO ALAN			InspireMD, Inc. [NSPR]			<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) President and CEO		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
C/O INSPIREMD, INC., 321 COLUMBUS AVENUE			1/26/2016					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
BOSTON, MA 02116						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

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	1/26/2016		A		1	A	\$0 (1)	175145	D	
Common Stock	1/26/2016		F		14378 (2)	D	\$0.56	160767	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 (right to buy)	\$40.50 (3)	1/26/2016		D		60001 (3)	(4)	1/3/2023	Common Stock	60001 (3)	\$0 (1)	0	D		
Options (right to buy)	\$31.00 (5)	1/26/2016		D		8633 (5)	(6)	1/29/2024	Common Stock	8633 (5)	\$0 (1)	0	D		
Options (right to buy)	\$29.70 (7)	1/26/2016		D		31335 (7)	(8)	1/31/2024	Common Stock	31335 (7)	\$0 (1)	0	D		
Options (right to buy)	\$20.50 (9)	1/26/2016		D		29745 (9)	(10)	4/25/2023	Common Stock	29745 (9)	\$0 (1)	0	D		
Options (right to buy)	\$7.20 (11)	1/26/2016		D		5300 (11)	(12)	1/26/2025	Common Stock	5300 (11)	\$0 (1)	0	D		
Options (right to buy)	\$7.20 (13)	1/26/2016		D		25474 (13)	(12)	1/26/2025	Common Stock	25474 (13)	\$0 (1)	0	D		

Explanation of Responses:

- (On January 26, 2016, the Issuer and the Reporting Person entered into that certain Option Cancellation and Release Agreement, pursuant to which the parties
1) agreed to the cancellation of certain stock options previously granted to the Reporting Person in exchange for one (1) share of common stock as consideration.
- (Represents shares of restricted stock withheld to pay the Reporting Person's tax withholding obligations incurred in connection with the vesting of 38,087
2) shares of restricted stock on January 26, 2016.
- (This option was previously reported as covering 600,000 shares at an exercise price of \$4.05 per share, but was adjusted to reflect the 1-for-10 reverse stock
3) split that occurred on October 1, 2015.
- (This option vested monthly, with 1/36 vesting each month until January 3, 2016, subject to the Reporting Person's "continued service" with the Issuer, as
4) such term is defined in the Issuer's Amended and Restated 2011 Umbrella Option Plan.
- (This option was previously reported as covering 86,325 shares at an exercise price of \$3.10 per share, but was adjusted to reflect the 1-for-10 reverse stock
5) split that occurred on October 1, 2015.
- (This option would have vested in three equal annual installments, with 1/3 becoming exercisable on each of January 29, 2015, January 29, 2016 and January
6) 29, 2017, subject to the Reporting Person's "continued service" with the Issuer, as such term is defined in the Issuer's Amended and Restated 2011 Umbrella

Option Plan.

- (7) This option was previously reported as covering 313,350 shares at an exercise price of \$2.97 per share, but was adjusted to reflect the 1-for-10 reverse stock split that occurred on October 1, 2015.
- (8) This option would have vested in three equal annual installments, with 1/3 becoming exercisable on each of January 31, 2015, January 31, 2016 and January 31, 2017, subject to the Reporting Person's continued service with the Issuer.
- (9) This option was previously reported as covering 297,447 shares at an exercise price of \$2.05 per share, but was adjusted to reflect the 1-for-10 reverse stock split that occurred on October 1, 2015.
- (10) This option would have vested in three equal annual installments, with 1/3 becoming exercisable on each of April 25, 2014, April 25, 2015 and April 25, 2016, subject to the Reporting Person's "continued service" with the Issuer, as such term is defined in the Issuer's Amended and Restated 2011 Umbrella Option Plan.
- (11) This option was previously reported as covering 52,999 shares at an exercise price of \$0.72 per share, but was adjusted to reflect the 1-for-10 reverse stock split that occurred on October 1, 2015.
- (12) This option would have vested in three equal annual installments, with 1/3 becoming exercisable on each of January 26, 2016, January 26, 2017 and January 26, 2018, subject to the Reporting Person's continued service.
- (13) This option was previously reported as covering 254,737 shares at an exercise price of \$0.72 per share, but was adjusted to reflect the 1-for-10 reverse stock split that occurred on October 1, 2015.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILINAZZO ALAN C/O INSPIREMD, INC. 321 COLUMBUS AVENUE BOSTON, MA 02116	X		President and CEO	

Signatures

/s/ Alan Milinazzo

1/28/2016

**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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