

Bar Eli
Form 4
November 09, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Bar Eli

2. Issuer Name and Ticker or Trading Symbol
InspireMD, Inc. [NSPR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O INSPIREMD, INC., 4
MENORAT HAMAOR

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CTO InspireMD Ltd.

(Street)
TEL AVIV, L3 67448

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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. 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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	10/17/2012		M		243,481	A	\$ 0.001
Common Stock	10/17/2012		M		365,224	A	\$ 0.001
Common Stock	10/17/2012		M		456,530	A	\$ 0.001

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

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SEC 1474 (9-02)

number.

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 Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Options to Purchase Common Stock	\$ 2.75	06/01/2011		A		200,000		<u>(1)</u>	05/23/2016	Common Stock
Options to Purchase Common Stock	\$ 2.75	08/31/2011		D ⁽²⁾		200,000		<u>(1)</u>	05/23/2016	Common Stock
Options to Purchase Common Stock	\$ 1.93	08/31/2011		A ⁽²⁾		200,000		<u>(1)</u>	05/23/2016	Common Stock
Options to Purchase Common Stock	\$ 0.001	10/17/2012		M		243,481		03/31/2011	10/28/2016	Common Stock
Options to Purchase Common Stock	\$ 0.001	10/17/2012		M		365,224		03/31/2011	12/29/2016	Common Stock
Options to Purchase Common Stock	\$ 0.001	10/17/2012		M		456,530		<u>(3)</u>	07/22/2020	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Bar Eli
C/O INSPIREMD, INC.
4 MENORAT HAMAOR
TEL AVIV, L3 67448

CTO InspireMD Ltd.

Signatures

/s/ Eli Bar

11/09/2012

**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) 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.

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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