

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Brophy Michael Burkes</u> _____ (Last) (First) (Middle) <u>C/O NATERA, INC., 201 INDUSTRIAL ROAD</u> <u>SUITE 410</u> _____ (Street) <u>SAN CARLOS CA 94070</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>Natera, Inc. [NTRA]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Chief Financial Officer</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>06/23/2020</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/23/2020		M		12,500 ⁽¹⁾	A	(2)	54,166	D	
Common Stock	06/24/2020		s ⁽³⁾		5,049	D	\$45.4706 ⁽⁴⁾	49,117	D	
Common Stock	06/24/2020		s ⁽⁵⁾		4,572	D	\$46.0188 ⁽⁶⁾	44,545	D	
Common Stock	06/24/2020		s ⁽⁵⁾		400	D	\$46.64	44,145	D	

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 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(2)	06/23/2029		M			12,500	(7)	(7)	Common Stock	12,500	\$0	37,500	D	

Explanation of Responses:

- Represents the partial vesting and settlement of Restricted Stock Units ("RSUs"), starting September 19, 2019.
- Each RSU represents a contingent right to receive one share of the common stock of the issuer.
- The sale of shares was effected in order to satisfy tax liabilities due at the time of vesting.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.47 to \$45.4975 per share, inclusive. The holder undertakes to provide, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 31, 2019.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.47 to \$46.44 per share, inclusive. The holder undertakes to provide, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- On March 22, 2019, the Reporting Person was granted RSUs covering 100,000 shares of common stock, which vests in tranches upon the Reporting Person achieving certain milestones relating to a combination of the passage of time and the Reporting Person achieving certain milestones relating to the Issuer's stock price, based on the average closing price per share of the Issuer's common stock for a calendar month, calculated as of the last day of such calendar month. On June 23, 2020, the criteria was satisfied for the vesting of RSUs covering 12,500 shares of common stock.

/s/ Tami Chen, attorney-in-fact 06/25/2020

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.