

ABIOMED INC
Form 4
May 07, 2015

FORM 4

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

OMB APPROVAL

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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, 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 *
MINOGUE MICHAEL R

(Last) (First) (Middle)
C/O ABIOMED, INC., 22
CHERRY HILL DRIVE
(Street)

DANVERS, MA 01923

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ABIOMED INC [ABMD]

3. Date of Earliest Transaction
(Month/Day/Year)
05/05/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President, CEO, Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 \$.01 par value	05/05/2015		A		61,500 ⁽⁵⁾ \$ 0	D	
Common Stock \$.01 par value	05/06/2015		S ⁽⁶⁾		4,199 ⁽⁶⁾ \$ 72.5747 ⁽⁷⁾	D	
Common Stock \$.01 par value	05/06/2015		S ⁽⁶⁾		3,326 ⁽⁶⁾ \$ 73.2777 ⁽⁸⁾	D	
Common Stock \$.01	05/06/2015		S ⁽⁶⁾		1,115 ⁽⁶⁾ \$ 74.2318	D	

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par value (9)
 Common
 Stock \$.01 05/06/2015 S(6) 200 (6) D \$ 75.685 332,472 D
 par value (10)

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

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(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
Stock Option (right to buy) ⁽¹⁾	\$ 13.57					06/01/2007 06/01/2016	Common Stock	0
Stock Option (right to buy) ⁽¹⁾	\$ 11.27					05/30/2008 05/30/2017	Common Stock	0
Stock Option (right to buy) ⁽¹⁾	\$ 13.8					05/23/2009 ⁽²⁾ 05/23/2018	Common Stock	0
Stock Option (right to buy) ⁽³⁾	\$ 18.63					06/15/2009 ⁽⁴⁾ 08/13/2018	Common Stock	0
Stock Option (right to	\$ 5.86					05/28/2010 ⁽²⁾ 05/28/2019	Common Stock	0

buy) <u>(3)</u>					
Stock Option (right to buy) <u>(3)</u>	\$ 5.86	05/28/2010 ⁽²⁾	05/28/2019	Common Stock	0
Stock Option (right to buy) <u>(3)</u>	\$ 10.03	06/03/2011 ⁽²⁾	06/03/2020	Common Stock	0
Stock Option (Right to Buy) <u>(3)</u>	\$ 22.44	05/22/2013 ⁽²⁾	05/22/2022	Common Stock	0
Stock Option (Right to Buy) <u>(3)</u>	\$ 23.15	05/14/2014 ⁽²⁾	05/14/2024	Common stock	0
Stock Option (right to buy) <u>(3)</u>	\$ 21.55	05/14/2015	05/14/2024	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MINOGUE MICHAEL R C/O ABIOMED, INC., 22 CHERRY HILL DRIVE DANVERS, MA 01923	X		President, CEO, Chairman	

Signatures

/s/ Stephen C. McEvoy (by power of attorney) 05/07/2015

 **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) Grant to reporting person of option to buy shares of Common Stock under the ABIOMED, Inc. 2000 Stock Incentive Plan.
- (2) These options become exercisable in annual 25% increments, commencing on the date shown in Table II, Column 6.
- (3) Grant to reporting person of option to buy the number of shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 2008 Stock Incentive Plan.
- (4) These options become exercisable based on the achievement of certain performance milestones.

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- (5) Represents shares of common stock underlying performance-based awards of restricted stock units granted to this reporting person on May 14, 2014. One third of these restricted stock units vested on May 5, 2015 (into an equal number of shares of common stock) upon the issuer's achievement of a certain performance milestone with the remaining vesting on the first and second anniversary of the date of the grant.
- (6) Sale of common stock pursuant to reporting owner's 10b5-1 plan solely for payment of withholding tax liability associated with the vesting of performance-based awards of restricted stock units.
- (7) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$72.0000 and \$72.9900. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.
- (8) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$73.0100 and \$73.9500. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.
- (9) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$74.0000 and \$74.8500. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.
- (10) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$75.4100 and \$75.9600. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.