

ICU MEDICAL INC/DE
Form 4
October 28, 2013

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 *
CONNORS JOHN J

(Last) (First) (Middle)
951 CALLE AMANECER
(Street)

SAN CLEMENTE, CA 92673

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ICU MEDICAL INC/DE [ICUI]

3. Date of Earliest Transaction (Month/Day/Year)
10/25/2013

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)

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	10/25/2013		X		1,875	A	\$ 30.295	4,123	D
Common Stock	10/25/2013		X		1,875	A	\$ 39.555	5,998	D
Common Stock	10/25/2013		X		1,875	A	\$ 30.625	7,873	D
Common Stock	10/25/2013		X		1,875	A	\$ 28.635	9,748	D
Common Stock	10/25/2013		X		1,875	A	\$ 32.61	11,623	D
Common Stock	10/25/2013		X		1,875	A	\$ 31.195	13,498	D

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Common Stock							
Common Stock	10/25/2013	X	1,875	A	\$ 32.435	15,373	D
Common Stock	10/25/2013	X	1,875	A	\$ 32.92	17,248	D
Common Stock	10/25/2013	X	1,875	A	\$ 34.785	19,123	D
Common Stock	10/25/2013	S	16,875	D	\$ 65.1531 (1)	2,248	D

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 32.92	10/25/2013		X	1,875	10/16/2005 04/16/2016	Common Stock	1,875
Incentive Stock Option (right to buy)	\$ 34.785	10/25/2013		X	1,875	11/16/2005 05/16/2016	Common Stock	1,875
Non-Qualified Stock Option (right to buy)	\$ 28.635	10/25/2013		X	1,875	02/16/2004 08/16/2014	Common Stock	1,875
Non-Qualified Stock Option (right to buy)	\$ 30.295	10/25/2013		X	1,875	08/16/2003 02/06/2014	Common Stock	1,875
	\$ 30.625	10/25/2013		X	1,875	11/16/2003 05/16/2014		1,875

Non-Qualified Stock Option (right to buy)								Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 31.195	10/25/2013	X	1,875	10/16/2004	04/16/2015		Common Stock	1,8
Non-Qualified Stock Option (right to buy)	\$ 32.435	10/25/2013	X	1,875	11/16/2004	05/16/2015		Common Stock	1,8
Non-Qualified Stock Option (right to buy)	\$ 32.61	10/25/2013	X	1,875	05/16/2004	11/16/2014		Common Stock	1,8
Non-Qualified Stock Option (right to buy)	\$ 39.555	10/25/2013	X	1,875	05/16/2003	11/18/2013		Common Stock	1,8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONNORS JOHN J 951 CALLE AMANECER SAN CLEMENTE, CA 92673		X		

Signatures

By: Lynn DeMartini For: John J.
Connors 10/28/2013

**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) The price recorded in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.93 to \$63.85, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

(2) Transaction is the exercise of a derivative security; *see* Column 2.

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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