

ICU MEDICAL INC/DE  
Form 4  
February 03, 2014

**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 \*  
**LOPEZ GEORGE A**

(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)  
**02/01/2014**

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	02/01/2014		M	5,606 A \$ 0	452,414	D	
Common Stock	02/01/2014		F	2,179 D \$ 63.45	450,235	D	
Common Stock					1,186,843	I	by Partnership (1)

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

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As disclosed in the Reporting Person's Form 4 for the original grant of the RSUs, the award agreement for the RSU provided that the shares covered by the RSU were subject to increase in the event that the Company's adjusted TSR for 2012 equaled or exceeded certain thresholds. On January 31 2013, the Company's Compensation Committee determined that the Company's adjusted TSR for 2012 equaled or exceed the 75th percentile of the Company's peer companies. As a result, the shares covered by the Reporting Person's RSU increased by 200%. The share amounts reported in Table II for the RSU reflect the unadjusted share amounts, and the share amount reported in Table I reflects the number of shares covered by the RSU that have vested, as adjusted for the increase.

- (5) Vesting of any amount earned would be one-third on the anniversary date of the award; one-third of the award two years after grant, and the remaining one-third a year later, with the employee having to be employed by the Company at the time of any vesting.

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.