

ABIOMED INC
Form 4
May 28, 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 *
Weber David M

(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)
05/23/2014

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)

Chief Operating Officer

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 Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, \$.01 par value	05/23/2014		S		4,202 (4)	D	
					\$ 20.9632 (5)		126,280
Common Stock, \$.01 par value	05/27/2014		S		5,970 (4)	D	
					\$ 21.2065 (7)		120,310

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

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SEC 1474 (9-02)

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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⁾	\$ 13.88					04/23/2008 ⁽²⁾ 04/23/2017	Common Stock	130,000
Stock Option (right to buy) ⁽¹⁾	\$ 13.8					05/23/2009 ⁽²⁾ 05/23/2018	Common Stock	12,000
Stock Option (right to buy) ⁽³⁾	\$ 5.86					05/28/2010 ⁽²⁾ 05/28/2019	Common Stock	6,500
Stock Options (right to buy) ⁽³⁾	\$ 5.86					03/31/2010 ⁽²⁾ 05/28/2019	Common Stock	34,500
Stock Option (right to buy) ⁽³⁾	\$ 10.03					06/03/2011 ⁽²⁾ 06/03/2020	Common Stock	50,000
Stock Option (right to buy) ⁽³⁾	\$ 22.44					05/22/2013 ⁽²⁾ 05/22/2022	Common Stock	25,000
Stock Option (Right to Buy) ⁽³⁾	\$ 23.15					05/14/2014 ⁽²⁾ 05/14/2023	Common Stock	23,000

Stock Option (Right to Buy) ⁽³⁾	\$ 21.55	05/14/2015 ⁽⁶⁾	05/14/2024	Common Stock	15,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Weber David M C/O ABIOMED, INC. 22 CHERRY HILL DRIVE DANVERS, MA 01923			Chief Operating Officer	

Signatures

/s/ Stephen C. McEvoy (by power of attorney)	05/28/2014
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__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 the number of shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 2000 Stock Incentive Plan.
- (2) This option becomes 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) Sale of common stock pursuant to reporting owner's 10b5-1 plan sold to pay tax obligations upon vesting.
This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$20.8600 and \$21.4450. 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.
- (5) These options become exercisable in annual 33-1/3% increments, commencing on the date shown in Table II, Column 6.
This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$21.0000 and \$21.5700. 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.
- (6) These options become exercisable in annual 33-1/3% increments, commencing on the date shown in Table II, Column 6.
This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$21.0000 and \$21.5700. 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.