Brown Edward M Form 4 March 04, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Brown Edward M

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Instr. 3)

(Middle)

3. Date of Earliest Transaction

Cardiovascular Systems Inc [CSII]

(Check all applicable)

(Month/Day/Year)

03/02/2009

X_ Director 10% Owner Officer (give title Other (specify below)

(Instr. 4)

TPG GROWTH LLC, 345 CALIFORNIA STREET, SUITE 3300

(Street)

4. If Amendment, Date Original

Code

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SAN FRANCISCO, CA 94104

(City) (State) (Zip) 2. Transaction Date 2A. Deemed 1. Title of Security

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

Reported (A) Transaction(s)

or Code V Amount (D) Price

(Instr. 3 and 4)

Following

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

(Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

3. Transaction Date 3A. Deemed

5. Number

6. Date Exercisable and

7. Title and Amount of 8. Pr Underlying Securities

Edgar Filing: Brown Edward M - Form 4

| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | l l of | (Month/Day/Year) | | (Instr. 3 and 4) | | Secu (Inst |
|------------------------------|--|------------|-------------------------|---|-------|-----------|---------------------|--------------------|------------------|--|---------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | (1) | 03/02/2009 | | A | 3,977 | | <u>(1)</u> | <u>(1)</u> | Common Stock | 3,977 | \$ |

Reporting Owners

Relationships

Reporting Owner Name / Address Director $\frac{10\%}{\text{Owner}}$ Officer Other

Brown Edward M TPG GROWTH LLC 345 CALIFORNIA STREET, SUITE 3300 SAN FRANCISCO, CA 94104

X

Signatures

/s/ Edward M. 03/04/2009 Brown

**Signature of Date
Reporting Person

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).

Each restricted stock unit represents the right to receive a payment from CSI equal in value to the market price per share of CSI common (1) stock on the date of payment, and shall be payable in cash beginning six months following the termination of each director's board membership.

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.

Reporting Owners 2