

ABIOMED INC
Form 4
November 03, 2014

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)
10/30/2014

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)
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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock \$.01 par value | 10/30/2014 | | M | | 82,000 | A | \$ 13.57 300,803 | D |
| Common Stock \$.01 par value | 10/30/2014 | | S ⁽⁵⁾ | | 82,000 | D | \$ 29.4489 218,803 | D |
| Common Stock \$.01 par value | 10/31/2014 | | M | | 82,000 | A | \$ 13.57 300,803 | D |
| Common Stock \$.01 | 10/31/2014 | | S ⁽⁵⁾ | | 82,000 | D | \$ 32.8298 218,803 | D |

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par value

(7)

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (right to buy) <u>(1)</u> | \$ 13.57 | 10/30/2014 | | M | 82,000 | 06/01/2007 06/01/2016 | Common Stock | 82,000 |
| Stock Option (right to buy) <u>(1)</u> | \$ 13.57 | 10/31/2014 | | M | 82,000 | 06/01/2007 06/01/2016 | Common Stock | 82,000 |
| Stock Option (right to buy) <u>(1)</u> | \$ 11.27 | | | | | 05/30/2008 05/30/2017 | Common Stock | 0 |
| Stock Option (right to buy) <u>(1)</u> | \$ 13.8 | | | | | 05/23/2009 ⁽²⁾ 05/23/2018 | Common Stock | 0 |
| Stock Option (right to buy) <u>(3)</u> | \$ 18.63 | | | | | 06/15/2009 ⁽⁴⁾ 08/13/2018 | Common Stock | 0 |
| Stock Option (right to buy) <u>(3)</u> | \$ 5.86 | | | | | 05/28/2010 ⁽²⁾ 05/28/2019 | Common Stock | 0 |
| | \$ 5.86 | | | | | 05/28/2010 ⁽²⁾ 05/28/2019 | | 0 |

| Stock Option (right to buy) ⁽³⁾ | | | | | Common Stock | |
|--|----------|--|---------------------------|------------|--------------|---|
| Stock Option (right to buy) ⁽³⁾ | \$ 10.03 | | 06/03/2011 ⁽²⁾ | 06/03/2020 | Common Stock | 0 |
| Stock Option (Right to Buy) ⁽³⁾ | \$ 22.44 | | 05/22/2013 ⁽²⁾ | 05/22/2022 | Common Stock | 0 |
| Stock Option (Right to Buy) ⁽³⁾ | \$ 23.15 | | 05/14/2014 ⁽²⁾ | 05/14/2024 | Common stock | 0 |
| Stock Option (right to buy) ⁽³⁾ | \$ 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) 11/03/2014

**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.
- (5) Sale of Common Stock pursuant to reporting owner's 10b5-1 plan, which was adopted on February 4, 2014.
- (6)

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This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$29.4000 and \$29.7600. The reporting person undertakes to provide detailed information regarding the number of shares sold at each separate price within the range set forth in this footnote upon request by the Commission staff, the issuer, or a security holder of the issuer.

(7) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$32.8000 and \$32.9800. The reporting person undertakes to provide detailed information regarding the number of shares sold at each separate price within the range set forth in this footnote 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.

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