

ABIOMED INC  
Form 4  
May 17, 2016

**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 \*  
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)  
05/13/2016

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)
			Code	V Amount (A) or (D) Price			
Common Stock \$.01 par value	05/13/2016		F(6)	V 1,884 (6) D \$ 94.27	272,905	D	
Common Stock \$.01 par value	05/13/2016		G(7)	V 32,571 (7) D \$ 0	240,334	D	
Common Stock \$.01 par value	05/13/2016		G(7)	V 32,571 (7) A \$ 0	57,998	I	By Trust
Common Stock \$.01	05/14/2016		F(6)	V 29,095 (6) D \$ 94.08	211,239	D	

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par value

Common  
Stock \$.01  
par value

655

I

By Trust

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

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SEC 1474  
(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)	8. Amount or Number of Shares
Stock Option (right to buy) <sup>(1)</sup>	\$ 13.57					06/01/2007 06/01/2016	Common Stock	0
Stock Option (right to buy) <sup>(1)</sup>	\$ 13.8					05/23/2009 <sup>(2)</sup> 05/23/2018	Common Stock	0
Stock Option (right to buy) <sup>(3)</sup>	\$ 18.63					06/15/2009 <sup>(4)</sup> 08/13/2018	Common Stock	0
Stock Option (right to buy) <sup>(3)</sup>	\$ 5.86					05/28/2010 <sup>(2)</sup> 05/28/2019	Common Stock	0
Stock Option (right to	\$ 10.03					06/03/2011 <sup>(2)</sup> 06/03/2020	Common Stock	0

buy) <sup>(3)</sup>					
Stock Option (Right to Buy) <sup>(3)</sup>	\$ 22.44	05/22/2013 <sup>(2)</sup>	05/22/2022	Common Stock	0
Stock Option (Right to Buy) <sup>(3)</sup>	\$ 23.15	05/14/2014 <sup>(2)</sup>	05/14/2024	Common stock	0
Stock Option (right to buy) <sup>(3)</sup>	\$ 21.55	05/14/2015 <sup>(5)</sup>	05/14/2024	Common Stock	0
Stock Option (right to buy) <sup>(3)</sup>	\$ 66.25	05/13/2016 <sup>(5)</sup>	05/13/2025	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) 05/17/2016

                         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) These options become exercisable in annual 33-1/3% increments, commencing on the date shown in Table II, Column 6.
- (6) Transaction represents shares of common stock withheld solely for payment of withholding tax liability associated with the vesting of awards of restricted stock units in accordance with the time periods set forth in such awards.
- (7) This transaction represents the transfer of common stock by bona fide gift from the reporting person to Trust.

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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