

Cardiovascular Systems Inc
 Form 4
 July 26, 2013

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 *
 Thatcher Robert J

2. Issuer Name and Ticker or Trading Symbol
 Cardiovascular Systems Inc [CSII]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 651 CAMPUS DRIVE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/24/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive VP

ST. PAUL, MN 55112
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 (Instr. 4)
				(A) or (D) Price			
Common Stock	07/24/2013		A ⁽¹⁾	1,552 A \$ 0	128,226 ⁽²⁾	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

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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. Price of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 12.37					(3)	10/16/2015	Common Stock	64,700
Stock Option (right to buy)	\$ 8.83					(3)	12/18/2016	Common Stock	7,764
Stock Option (right to buy)	\$ 8.83					(3)	04/17/2017	Common Stock	29,762
Stock Option (right to buy)	\$ 7.9					(3)	08/06/2017	Common Stock	22,645
Stock Option (right to buy)	\$ 12.15					(3)	12/11/2017	Common Stock	32,350
Stock Option (right to buy)	\$ 8.75					(3)	03/01/2019	Common Stock	11,646
Warrant	\$ 8.83					02/25/2009	02/24/2014	Common Stock	3,045

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thatcher Robert J			Executive VP	

651 CAMPUS DRIVE
ST. PAUL, MN 55112

Signatures

/s/ Scott J. Dorfman as Attorney-in-Fact for Robert J. Thatcher pursuant to Power of Attorney previously filed.

07/26/2013

__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).

The award was made pursuant to the terms of the reporting person's August 13, 2012 restricted stock award, which provided that an

- (1) additional amount of shares equal to 25% of the total number of shares subject to the award would be granted if total shareholder return for fiscal 2013 exceeded 110% of the median of the Company's peer group.
- (2) Includes 1,227 shares acquired through the Issuer's Employee Stock Purchase Plan on December 31, 2012.
- (3) Fully exercisable.

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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