ABIOMED INC
Form 4
November 18, 2004

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BAILEY ANTHONY W

(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)
11/17/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
VP, Manufacturing

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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								353	D	
Common Stock, $.01 par value	11/17/2004		M		20,000 (8)	A	$ 6.813	20,353	D	
Common Stock, $.01 par value	11/17/2004		S		20,000 (8)	D	$ 16.75	353	D	

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 o Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (Right to buy) (1)	$ 6.813	11/17/2004		M			20,000 (8)	07/01/2003(9)	07/01/2008	Common Stock	45,000
Stock Option (right to buy) (2)	$ 15.563							06/28/2004(9)	06/28/2010	Common Stock	40,000
Stock Option (right to buy) (3)	$ 18.4							08/08/2003(4)	08/08/2011	Common Stock	5,000
Stock Option (right to buy) (2)	$ 5.11							06/25/2005(6)	06/25/2013	Common Stock	10,000
Stock Option (right to buy) (2)	$ 6.66							09/10/2005(7)	09/10/2013	Common Stock	40,000
Stock Option (right to buy) (3)	$ 6.75							06/25/2004(5)	06/25/2012	Common Stock	17,500

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

BAILEY ANTHONY W
C/O ABIOMED, INC.
22 CHERRY HILL DRIVE
DANVERS, MA 01923

VP, Manufacturing

Signatures

/s/ Charles B. Haaser
(Attorney-in-fact) 11/18/2004

**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. 1992 Combination Stock Option Plan.

(2) 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. 1998 Equity Incentive Plan.

(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. 2000 Stock Incentive Plan.

(4) Thirty percent of this option will become exercisable on each of 8/8/03 and 8/8/04 and an additional 40 percent will become exercisable on 8/8/05.

(5) Thirty percent of this option will become exercisable on each of 6/25/04 and 6/25/05 and an additional 40 percent will become exercisable on 6/25/06.

(6) Thirty percent of this option will become exercisable on each of 6/25/05 and 6/25/06 and an additional 40 percent will become exercisable on 6/25/07.

(7) Thirty percent of this option will become exercisable on each of 9/10/05 and 9/10/06 and an additional 40 percent will become exercisable on 9/10/07.

(8) Stock was acquired and sold pursuant to a Sales Plan compliant with the requirements of SEC Rule 10b5-1.

(9) Options were fully exercisable on the date shown.

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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