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

OMB Number:

3235-0287

Expires:

January 31, 2005

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Estimated average burden hours per

OMB APPROVAL

response...

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

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * RABE EUGENE D

2. Issuer Name and Ticker or Trading

Symbol

ABIOMED INC [ABMD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

11/17/2004

10% Owner

X_ Officer (give title _ Other (specify below)

VP, U.S. Sales

C/O ABIOMED, INC., 22 CHERRY HILL DRIVE

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

DANVERS, MA 01923

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or		(D)	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock, \$.01 par value	11/17/2004		Code V	Amount 10,000 (11)	(D)	Price \$ 5.75	(Instr. 3 and 4) 10,000	D	
Common Stock, \$.01 par value	11/17/2004		M	35,000 (11)	A	\$ 6.813	45,000	D	
Common Stock, \$.01 par value	11/17/2004		M	5,000 (11)	A	\$ 6.688	50,000	D	

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Common							
Stock,	11/17/2004	C	50,000	Ъ	\$	0	D
\$.01 par	11/1//2004	S	(11)	ט	16.545	U	ע
value							

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 n Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numl of Sh	
Stock Option (right to buy) (2)	\$ 5.75	11/17/2004		M	10,000	05/27/2002(1)	05/27/2007	Common Stock	10,0	
Stock Option (right to buy) (2)	\$ 6.813	11/17/2004		M	35,000 (11)	07/01/2000(5)	07/01/2008	Common Stock	35,0	
Stock Option (right to buy) (3)	\$ 6.688	11/17/2004		M <u>(11)</u>	5,000	07/01/2001(6)	07/01/2009	Common Stock	30,0	
Stock Option (right to buy) (3)	\$ 15.563					06/28/2002(7)	06/28/2010	Common Stock	40,0	
Stock Option (right to buy) (4)	\$ 24.12					06/22/2003(8)	06/22/2011	Common Stock	20,0	
Stock Option (right to	\$ 6.75					06/25/2004 <u>(9)</u>	06/25/2012	Common Stock	50,0	

buy) (4)

Stock

buy) (3)

Option (right to \$5.11

06/25/2005(10) 06/25/2013

Common Stock

20,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RABE EUGENE D C/O ABIOMED, INC. 22 CHERRY HILL DRIVE DANVERS, MA 01923

VP, U.S. Sales

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) Options were fully exercisable on the date shown.
- (2) Grant to reporting person of this 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.
- (3) Grant to reporting person of this 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.
- (4) Grant to reporting person of this 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.
- (5) The option becomes exercisable in annual 25% installments commencing on the date shown in Table II, Column 6.
- Thirty percent of this option will become exercisable on each of 7/1/01 and 7/1/02 and an additional 40 percent will become exercisable on 7/1/03.
- (7) Thirty percent of this option will become exercisable on each of 6/28/02 and 6/28/03 and an additional 40 percent will become exercisable on 6/28/04.
- (8) Thirty percent of this option will become exercisable on each of 6/22/03 and 6/22/04 and an additional 40 percent will become exercisable on 6/22/05.
- (9) 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.
- (10) 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.
- (11) Stock was acquired and sold pursuant to a Sales Plan compliant with the requirements of SEC Rule 10b5-1.

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.

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