ABIOMED INC Form 4 April 03, 2006

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

if no longer subject to Section 16. Form 4 or

Check this box

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person * MINOGUE MICHAEL R

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ABIOMED INC [ABMD]

(Middle)

(Check all applicable)

C/O ABIOMED, INC... 22

3. Date of Earliest Transaction

(Month/Day/Year) 03/31/2006

_X__ Director 10% Owner X_ Officer (give title Other (specify below)

President, CEO, Chairman

CHERRY HILL DRIVE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

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

Person

DANVERS, MA 01923

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 7. Nature of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Indirect (I) Following (Instr. 4) Reported (Instr. 4)

(A) Code V Amount (D)

Transaction(s) (Instr. 3 and 4) Price

Common Stock, \$.01 03/31/2006 par value

28,419

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Dr.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and A	Securities	{ } (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy) (1)	\$ 9.05					04/05/2005(4)	04/05/2014	Common Stock	100,000	
Stock Option (right to buy) (2)	\$ 9.05					04/05/2005(4)	04/05/2014	Common Stock	200,000	
Stock Option (right to buy) (3)	\$ 9.05					04/05/2005(4)	04/05/2014	Common Stock	100,000	
Stock Option (right to buy) (2)	\$ 9.36					06/08/2006(4)	06/08/2015	Common Stock	100,000	

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships						
1	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/Charles B. Haaser (attorney-in-fact)	04/03/2006						

Date

Reporting Owners 2

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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. 1998 Equity Incentive Plan.
- (2) Grant to reporting person of option to buy shares of Common Stock under the ABIOMED, Inc. 2000 Stock Incentive Plan.
- (3) Grant to reporting person of inducement option to buy shares of Common Stock under NASDAQ Marketplace Rule 4350. These options were granted outside of the Company's established stock option plans.
- (4) These options become exercisable in annual 25% increments, commencing on the date shown in Table II, Column 6.
- (5) Shares of common stock were acquired by the reporting person through participation in the ABIOMED, Inc. Employee Stock Purchase Plan, qualified under Section 423 of the Internal Revenue Code.

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.