

ABIOMED INC
Form 4
May 22, 2008

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SUTTER MARTIN P

(Last) (First) (Middle)

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)
05/20/2008

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)

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)
Common Stock, \$.01 par value				(A) or (D)	15,000	D	
Common Stock, \$.01 par value				(A) or (D)	781,818	I	Essex Woodlands Health Ventures Fund VI, LP (1)
Common Stock, \$.01 par value				(A) or (D)	1,818,182	I	Essex Woodlands Health

Ventures
VII, LP ⁽²⁾

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

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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) ⁽³⁾	\$ 13.91	05/20/2008		A		25,000		05/20/2009 ⁽⁴⁾	05/20/2018	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUTTER MARTIN P 22 CHERRY HILL DRIVE DANVERS, MA 01923	X			

Signatures

/s/ Veenita Rao (by power of
attorney)

05/22/2008

____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) These securities are held by Essex Woodlands Health Ventures Fund VI, L.P.. Mr. Sutter is a manager director of the general partner of the general part of the partnership that owns the reported securities. As a managing director of Essex Woodlands Health Ventures, Mr. Sutter shares voting and investment powers for Essex Woodlands Health Ventures Fund VI, L.P.. Mr. Sutter and the Essex Woodlands Health Ventures entities disclaim beneficial ownership of all such securities except to the extent of their proportionate pecuniary interest

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therein.

These securities are held by Essex Woodlands Health Ventures Fund VII, L.P.. Mr. Sutter is a manager director of the general partner of the general part of the partnership that owns the reported securities. As a managing director of Essex Woodlands Health Ventures, Mr.

- (2) Sutter shares voting and investment powers for Essex Woodlands Health Ventures Fund VII, L.P.. Mr. Sutter and the Essex Woodlands Health Ventures entities disclaim beneficial ownership of all such securities except to the extent of their proportionate pecuniary interest therein.

- (3) Grant to reporting person to buy shares of Common Stock under ABIOMED, Inc. 2000 Stock Incentive Plan.

- (4) These options become exercisable in annual 20% increments commencing on the date shown in Table II, Column 6.

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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