

MINOGUE MICHAEL R

Form 4

May 30, 2013

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

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(Print or Type Responses)

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

(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)
05/28/2013

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)

President, CEO, Chairman

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)
			Code	V	Amount	(A) or (D) Price			
Common Stock, \$.01 par value	05/28/2013		S ⁽⁶⁾		34,633	D \$ 22.18 ⁽⁵⁾	230,156	D	
Common Stock, \$.01 par	05/28/2013		A ⁽⁸⁾		51,000	A \$ 0	281,156	D	
Common Stock \$.01 par value	05/29/2013		S ⁽⁶⁾		24,200	D \$ 21.3399 ⁽⁷⁾	256,956	D	

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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)		8. 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) <u>(1)</u>	\$ 9.36							06/08/2006	06/08/2015	Common Stock	39,383
Stock Option (right to buy) <u>(1)</u>	\$ 13.57							06/01/2007	06/01/2016	Common Stock	260,000
Stock Option (right to buy) <u>(1)</u>	\$ 11.27							05/30/2008	05/30/2017	Common Stock	85,000
Stock Option (right to buy) <u>(1)</u>	\$ 13.8							05/23/2009 ⁽²⁾	05/23/2018	Common Stock	43,333
Stock Option (right to buy) <u>(3)</u>	\$ 18.63							06/15/2009 ⁽⁴⁾	08/13/2018	Common Stock	93,750
Stock Option (right to buy) <u>(3)</u>	\$ 5.86							05/28/2010 ⁽²⁾	05/28/2019	Common Stock	37,000
Stock Option	\$ 5.86							03/31/2010 ⁽²⁾	05/28/2019	Common Stock	130,500

(right to
buy) ⁽³⁾

Stock

Option \$ 10.03
(right to
buy) ⁽³⁾

06/03/2011⁽²⁾ 06/03/2020 Common Stock 105,000

Stock

Option \$ 22.44
(Right to
Buy) ⁽³⁾

05/22/2013⁽²⁾ 05/22/2022 Common Stock 100,000

Stock

Option \$ 23.15
(Right to
Buy) ⁽³⁾

05/14/2014⁽²⁾ 05/14/2024 Common stock 85,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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/ Ian W. McLeod (by power of attorney) 05/30/2013

__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).
- (1) Grant to reporting person of option to buy shares of Common Stock under the ABIOMED, Inc. 2000 Stock Incentive Plan.
- (2) These options become exercisable in annual 25% increments, commencing on the date shown in Table II, Column 6.
- (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. 2008 Stock Incentive Plan.
- (4) These options become exercisable based on the achievement of certain performance milestones.
This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$21.9800 and \$22.4200. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.
- (5) Sale of common stock pursuant to reporting owner's 10b5-1 plan.
This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$21.0000 and \$21.9800. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.
- (8) These restricted stock units will vest in 50% increments, the first 50% on May 22, 2014 and the remaining 50% on May 22, 2015.

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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