ABIOMED INC
Form 4
May 26, 2016

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 *
Greenfield Andrew J

(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)
05/24/2016

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 Healthcare Solutions

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	05/24/2016		A(6)		1,800 (6)	A	$ 0	56,234	D	

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

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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) [(1)]	$ 13.8							05/23/2009[(2)]	05/23/2018	Common Stock	0
Stock Option (right to buy) [(3)]	$ 22.44							05/22/2013[(2)]	05/22/2022	Common Stock	0
Stock Option (right to buy) [(3)]	$ 14.39							02/19/2014[(2)]	02/19/2023	Common Stock	0
Stock Option (Right to Buy) [(3)]	$ 23.15							05/14/2014[(2)]	05/14/2023	Common Stock	0
Stock Option (right to buy) [(3)]	$ 21.55							05/14/2015[(4)]	05/14/2024	Common Stock	0
Stock Option (right to buy) [(3)]	$ 66.25							05/13/2016[(4)]	05/13/2025	Common Stock	0
Stock Option (right to buy) [(5)]	$ 99.62	05/24/2016		A		5,000		05/24/2017[(4)]	05/24/2026	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Greenfield Andrew J
C/O ABIOMED, INC.
22 CHERRY HILL DRIVE
DANVERS, MA 01923

VP Healthcare Solutions

Signatures

/s/ Stephen C. McEvoy (by power of attorney)	05/26/2016
**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 ABIOMED, Inc. 2000 Stock Incentive Plan.

(2) These options became exercisable in annual 25% increments, commencing on the date shown in Table II, Column 6.

(3) Grant to reporting person of option to buy shares of Common Stock under ABIOMED, Inc. 2008 Stock Incentive Plan.

(4) These options become exercisable in annual 33-1/3% increments, commencing on the date shown in Table II, Column 6.

(5) 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. 2015 Omnibus Incentive Plan.

(6) Consists of restricted stock units granted to the reporting person. One third of the restricted stock units will vest and the underlying shares will be issued to the reporting person on each of May 24, 2017, May 24, 2018 and May 24, 2019, so long as the reporting person continues to be employed by the issuer on the vesting dates.

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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