

Blackey Brent G
Form 4
February 27, 2009

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 *
Blackey Brent G

2. Issuer Name **and** Ticker or Trading
Symbol
CARDIOVASCULAR SYSTEMS
INC [NONE]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

651 CAMPUS DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2009

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

ST. PAUL, MN 55112

(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/Day/Year)

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	02/25/2009		C		6,086	A	(1) 6,086
Common Stock	02/25/2009		C		5,049	A	(2) 11,135
Common Stock	02/25/2009		D		11,135	D	(3) 0

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

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information contained in this form are not
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SEC 1474
(9-02)

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number.

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. P Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A-1 Conv Preferred Stock	(1)	02/25/2009		C	6,086	(4)	(4)	Common Stock	6,086
Series B Conv Preferred Stock	(2)	02/25/2009		C	5,049	(5)	(5)	Common Stock	5,049
Stock Option (right to buy)	(6)	02/25/2009		D	60,000	(6)	(6)	Common Stock	60,000
Stock Option (right to buy)	(6)	02/25/2009		D	10,000	(6)	(6)	Common Stock	10,000
Warrant	(7)	02/25/2009		D	4,234	(7)	(7)	Common Stock	4,234

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blackey Brent G 651 CAMPUS DRIVE ST. PAUL, MN 55112	X			

Signatures

/s/ Carlye S. Landin as Attorney-in-Fact for Brent G. Blackey pursuant to Power of Attorney previously filed.

02/27/2009

__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) Immediately prior to the consummation of the merger between the issuer and Replidyne, Inc., each share of Series A-1 convertible preferred stock was converted into approximately 1.032 shares of the issuer's common stock.
- (2) Immediately prior to the consummation of the merger between the issuer and Replidyne, Inc., each share of Series B convertible preferred stock was converted into approximately 1.010 shares of the issuer's common stock.
- Disposed of pursuant to a merger agreement among the issuer, Responder Merger Sub, Inc. and Replidyne, Inc. (now known as "Cardiovascular Systems, Inc."), pursuant to which each share of the issuer's common stock was converted into 0.647 shares of common stock of Replidyne, Inc.
- (3) Each share of Series A-1 convertible preferred stock was convertible at any time, at the holder's election, into 1.032 shares of common stock and had no expiration date.
- (4) Each share of Series B convertible preferred stock was convertible at any time, at the holder's election, into 1.010 shares of common stock and had no expiration date.
- Disposed of pursuant to a merger agreement among the issuer, Responder Merger Sub, Inc. and Replidyne, Inc. (now known as "Cardiovascular Systems, Inc."), pursuant to which each of the issuer's stock options was assumed by Replidyne, Inc. and became
- (6) exercisable to purchase shares of Replidyne, Inc. common stock; each share covered by the issuer's options was converted into 0.647 shares of common stock of Replidyne, Inc., and the exercise price of each option was adjusted by dividing the pre-merger exercise price by 0.647 and rounding up to the nearest cent.
- Disposed of pursuant to a merger agreement among the issuer, Responder Merger Sub, Inc. and Replidyne, Inc. (now known as "Cardiovascular Systems, Inc."), pursuant to which each of the issuer's common stock warrants was assumed by Replidyne, Inc. and
- (7) became exercisable to purchase shares of Replidyne, Inc. common stock; each share covered by the issuer's common stock warrants was converted into 0.647 shares of common stock of Replidyne, Inc., and the exercise price of each warrant was adjusted by dividing the pre-merger exercise price by 0.647 and rounding up to the nearest cent.

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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