

ABIOMED INC
Form 4
June 21, 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)
05/24/2011

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)
Common Stock \$.01 par value	05/24/2011 ⁽⁷⁾		M	39,383 A	\$ 9.36 278,672	D	
Common Stock \$.01 par value	05/24/2011 ⁽⁷⁾		M	13,617 A	\$ 13.57 292,289	D	
Common Stock \$.01 par value	05/24/2011 ⁽⁷⁾		S ⁽⁶⁾	53,000 D	\$ 18.2237 239,289	D	

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 Date	Title Amount Number Shares
Stock Option (right to buy) ⁽¹⁾	\$ 9.36	05/24/2011		M	39,383	06/08/2006 06/08/2015	Common Stock 39,383
Stock Option (right to buy) ⁽¹⁾	\$ 13.57	05/24/2011		M	13,617	06/01/2007 06/01/2016	Common Stock 260,000
Stock Option (right to buy) ⁽¹⁾	\$ 11.27					05/30/2008 05/30/2017	Common Stock 85,000
Stock Option (right to buy) ⁽¹⁾	\$ 13.8					05/23/2009 ⁽²⁾ 05/23/2018	Common Stock 43,333
Stock Option (right to buy) ⁽³⁾	\$ 18.63					06/15/2009 ⁽⁴⁾ 08/13/2018	Common Stock 93,750
Stock Option (right to buy) ⁽³⁾	\$ 5.86					05/28/2010 ⁽²⁾ 05/28/2019	Common Stock 37,000
Stock Option (right to buy) ⁽³⁾	\$ 5.86					03/31/2010 ⁽²⁾ 05/28/2019	Common Stock 130,500
	\$ 10.03					06/03/2011 ⁽²⁾ 06/03/2020	105,000

Stock
Option
(right to
buy) ⁽³⁾

Common
Stock

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) 06/21/2013

 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 \$18.0000 and \$18.3400. 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.
- (6) During the process of preparing the issuer's upcoming annual proxy statement, on June 20, 2013 the issuer and the reporting person learned that a Form 4 for these transactions on May 24, 2011 had inadvertently not been previously filed.

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.