ABIOMED INC

Form 4

November 13, 2013

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

Check this box

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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Number:

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3235-0287

January 31,

2005

0.5

Form 5 obligations

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Greenfield Andrew J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(First)

(Middle)

ABIOMED INC [ABMD] 3. Date of Earliest Transaction

(Month/Day/Year)

10% Owner

C/O ABIOMED, INC., 22 CHERRY

HILL DRIVE

11/08/2013

Director X_ Officer (give title Other (specify below)

VP Healthcare Solutions

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

DANVERS, MA 01923

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Securities Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	omr Disposed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	Ownership
					Following	or Indirect	(Instr. 4)
					Domontod	(T)	

Code V Amount (D) Price

10,000

(A)

Α

\$ 5.86

Reported Transaction(s) (Instr. 4)

D

D

(Instr. 3 and 4)

D 67,025

Stock, \$.01 par

\$.01 par

Common

Common Stock. 11/08/2013

11/08/2013

M 30,000 Α \$ 5.86 97.025

Common \$

Stock, 11/08/2013 $S^{(4)}$ 25,900 D 26.4537 71,125 D (5) \$.01 par

M

 $S^{(4)}$ \$ Common 11/08/2013 14,100 D Stock, 26.8481

57,025

\$.01 par <u>(6)</u>

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

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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (right to buy) (1)	\$ 8.77					11/16/2006(2)	11/16/2015	Common Stock	0
Stock Option (right to buy) (1)	\$ 13.57					06/01/2007(2)	06/01/2016	Common Stock	0
Stock Option (right to buy) (1)	\$ 11.27					05/30/2008(2)	05/30/2017	Common Stock	0
Stock Option (right to buy) (1)	\$ 13.8					05/23/2009(2)	05/23/2018	Common Stock	0
Stock Option (right to buy) (3)	\$ 5.86	11/08/2013		M	10,000	05/28/2010(2)	05/28/2019	Common Stock	10,000
Stock Option (right to buy) (3)	\$ 5.86	11/08/2013		M	30,000	03/31/2010(2)	05/28/2019	Common Stock	30,000
	\$ 10.03					06/03/2011(2)	06/03/2020		0

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Stock Option (right to buy) (3)				Common Stock	
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)	05/14/2024	Common Stock	0

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
Greenfield Andrew J				
GIO I DIOI ED DIO				

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

VP Healthcare Solutions

Signatures

/s/ Stephen C. McEvoy (by power of attorney) 11/13/2013

**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 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) 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 \$25.6900 (5) and \$26.6800. 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.
- This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$26.6950 (6) and \$26.9650. 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 3

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