

ABIOMED INC
Form 4
May 05, 2016

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)
05/03/2016

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	05/03/2016		A ⁽⁶⁾	63,750 (6)	A \$ 0 284,798	D	
Common Stock \$.01 par value	05/03/2016		F ⁽⁷⁾	10,009 (7)	D \$ 99.26 274,789	D	
Common Stock \$.01 par value					25,427	I	By Trust
Common Stock \$.01					655	I	By Trust

par value

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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Stock Option (right to buy) ⁽¹⁾	\$ 13.57					06/01/2007	06/01/2016	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⁾	\$ 18.63					06/15/2009 ⁽⁴⁾	08/13/2018	Common Stock		0
Stock Option (right to buy) ⁽³⁾	\$ 5.86					05/28/2010 ⁽²⁾	05/28/2019	Common Stock		0
Stock Option (right to buy) ⁽³⁾	\$ 10.03					06/03/2011 ⁽²⁾	06/03/2020	Common Stock		0
Stock Option	\$ 22.44					05/22/2013 ⁽²⁾	05/22/2022	Common Stock		0

(Right to
Buy) ⁽³⁾

Stock

Option
(Right to
Buy) ⁽³⁾

\$ 23.15

05/14/2014⁽²⁾

05/14/2024

Common
stock

0

Stock

Option
(right to
buy) ⁽³⁾

\$ 21.55

05/14/2015⁽⁵⁾

05/14/2024

Common
Stock

0

Stock

Option
(right to
buy) ⁽³⁾

\$ 66.25

05/13/2016⁽⁵⁾

05/13/2025

Common
Stock

0

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/ Stephen C. McEvoy (by power of
attorney)

05/05/2016

**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 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.
- (5) These options become exercisable in annual 33-1/3% increments, commencing on the date shown in Table II, Column 6.
- (6) Represents shares of common stock underlying performance-based awards of restricted stock units granted to this reporting person on May 13, 2016. One third of these restricted stock units vested on May 3, 2016 (into an equal number of shares of common stock) upon the issuer's achievement of a certain performance milestone with the remaining vesting on the first and second anniversary of the date of the grant.
- (7) Transaction represents shares of common stock withheld solely for payment of withholding tax liability associated with the vesting of awards of restricted stock units in accordance with the time periods set forth in such awards.

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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