

ABIOMED INC  
Form 4  
May 28, 2015

**FORM 4**

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

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).

**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

(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)  
05/26/2015

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Common Stock \$0.01 par value   | 05/26/2015                           |  | S <sup>(6)</sup>               |   | 12,569 <sup>(6)</sup> \$ 60.0309 <sup>(7)</sup>   | D  |   |
| Common Stock \$0.01 par value   | 05/26/2015                           |  | S <sup>(6)</sup>               |   | 1,824 <sup>(6)</sup> \$ 60.8798 <sup>(8)</sup>  | D  |   |
| Common Stock \$0.01 par value   | 05/26/2015                           |  | S <sup>(6)</sup>               |   | 1,596 <sup>(6)</sup> \$ 61.8675 <sup>(9)</sup>  | D  |   |

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|                                 |            |                   |   |                               |   |      |         |   |          |
|---------------------------------|------------|-------------------|---|-------------------------------|---|------|---------|---|----------|
| Common Stock<br>\$.01 par value | 05/14/2015 | G <sup>(10)</sup> | V | <u>20,660</u> <sub>(10)</sub> | D | \$ 0 | 288,140 | D |          |
| Common Stock<br>\$.01 par value | 05/26/2015 | G <sup>(10)</sup> | V | <u>33,244</u> <sub>(10)</sub> | D | \$ 0 | 254,896 | D |          |
| Common Stock<br>\$.01 par value | 05/14/2015 | G <sup>(10)</sup> | V | <u>20,660</u> <sub>(10)</sub> | A | \$ 0 | 20,660  | I | By Trust |
| Common Stock<br>\$.01 par value | 05/26/2015 | G <sup>(10)</sup> | V | <u>33,244</u> <sub>(10)</sub> | A | \$ 0 | 53,904  | I | By Trust |
| Common Stock<br>\$.01 par value | 05/27/2015 | G <sup>(11)</sup> | V | <u>33,000</u> <sub>(11)</sub> | D | \$ 0 | 20,904  | I | By Trust |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|---|---|-------------------------------|
| Stock Option (right to buy) <sup>(1)</sup> | \$ 13.57   |                                      |  | Code V                         | (A) (D)   | Date Exercisable: 06/01/2007<br>Expiration Date: 06/01/2016 | Common Stock  | 0                             |

|   |          |                           |            |                 |   |
|---|----------|---------------------------|------------|-----------------|---|
| Stock<br>Option<br>(right to<br>buy) <u>(1)</u> | \$ 13.8  | 05/23/2009 <sup>(2)</sup> | 05/23/2018 | Common<br>Stock | 0 |
| Stock<br>Option<br>(right to<br>buy) <u>(3)</u> | \$ 18.63 | 06/15/2009 <sup>(4)</sup> | 08/13/2018 | Common<br>Stock | 0 |
| Stock<br>Option<br>(right to<br>buy) <u>(3)</u> | \$ 5.86  | 05/28/2010 <sup>(2)</sup> | 05/28/2019 | Common<br>Stock | 0 |
| Stock<br>Option<br>(right to<br>buy) <u>(3)</u> | \$ 5.86  | 05/28/2010 <sup>(2)</sup> | 05/28/2019 | Common<br>Stock | 0 |
| Stock<br>Option<br>(right to<br>buy) <u>(3)</u> | \$ 10.03 | 06/03/2011 <sup>(2)</sup> | 06/03/2020 | Common<br>Stock | 0 |
| Stock<br>Option<br>(Right to<br>Buy) <u>(3)</u> | \$ 22.44 | 05/22/2013 <sup>(2)</sup> | 05/22/2022 | Common<br>Stock | 0 |
| Stock<br>Option<br>(Right to<br>Buy) <u>(3)</u> | \$ 23.15 | 05/14/2014 <sup>(2)</sup> | 05/14/2024 | Common<br>stock | 0 |
| Stock<br>Option<br>(right to<br>buy) <u>(3)</u> | \$ 21.55 | 05/14/2015 <sup>(5)</sup> | 05/14/2024 | Common<br>Stock | 0 |
| Stock<br>Option<br>(right to<br>buy) <u>(3)</u> | \$ 66.25 | 05/13/2016 <sup>(5)</sup> | 05/13/2025 | Common<br>Stock | 0 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| MINOGUE MICHAEL R<br>C/O ABIOMED, INC.,<br>22 CHERRY HILL DRIVE<br>DANVERS, MA 01923 | X             |           | President, CEO, Chairman |       |

## Signatures

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

05/28/2015

\_\_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) Sale of common stock pursuant to reporting owner's 10b5-1 plan, 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.  
This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$59.5200 and \$60.5100. 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.
- (8) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$60.5400 and \$61.5000. 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.
- (9) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$61.6000 and \$62.1400. 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.
- (10) This transaction represents the transfer of common stock by bona fide gift from the reporting person to the Renee D. Minogue Revocable Trust, Renee D. Minogue, trustee DTD 12/29/2005.
- (11) This transaction represents the transfer of common stock by bona fide gift from the Renee Minogue Revocable Trust, Renee D. Minogue, trustee DTD 12/29/2005 to a charitable foundation.

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.