

THORATEC CORP
Form 4
October 08, 2015

FORM 4

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

OMB APPROVAL

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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 *
Harris Taylor C.

(Last) (First) (Middle)

6035 STONERIDGE DRIVE

(Street)

PLEASANTON, CA 94588

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
THORATEC CORP [THOR]

3. Date of Earliest Transaction
(Month/Day/Year)
10/08/2015

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)
VP, Chief Financial Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 10/02/2015 | | G | | 16,857 | D | \$ 0 |
| Common Stock | 10/08/2015 | | A | | 24,798 (1) | A | \$ 0 |
| Common Stock | 10/08/2015 | | D | | 61,540 | D | \$ 63.5 |

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

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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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Options (Right to Buy) | \$ 33.16 | 10/08/2015 | | D | 10,000 | <u>(2)</u> | 03/15/2020 | Common Stock | 10,000 |
| Non-Qualified Stock Options (Right to Buy) | \$ 27.3 | 10/08/2015 | | D | 5,775 | <u>(2)</u> | 03/01/2021 | Common Stock | 5,775 |
| Non-Qualified Stock Options (Right to Buy) | \$ 33.99 | 10/08/2015 | | D | 6,447 | <u>(3)</u> | 03/09/2022 | Common Stock | 6,447 |
| Non-Qualified Stock Options (Right to Buy) | \$ 34.5 | 10/08/2015 | | D | 7,687 | <u>(4)</u> | 10/15/2022 | Common Stock | 7,687 |
| Non-Qualified Stock Options (Right to Buy) | \$ 35.68 | 10/08/2015 | | D | 28,335 | <u>(5)</u> | 03/07/2023 | Common Stock | 28,335 |
| Non-Qualified Stock Options (Right to Buy) | \$ 35 | 10/08/2015 | | D | 30,510 | <u>(6)</u> | 03/17/2024 | Common Stock | 30,510 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Harris Taylor C. 6035 STONERIDGE DRIVE PLEASANTON, CA 94588 | | | VP, Chief Financial Officer | |

Signatures

/s/ Kashif Rashid,
Attorney-In-Fact

10/08/2015

__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) Represents time based vesting Restricted Stock Units ("RSUs") issued upon the settlement of Performance Share Units ("PSUs") of the Issuer. The PSUs were accelerated in full (with performance-based conditions for such units treated as having been obtained at the "maximum" level), and, immediately thereafter, vesting of the underlying RSUs were accelerated in full immediately prior to the Issuer's merger with St. Jude Medical, Inc., a Minnesota corporation.

(2) This option, which is fully vested and exercisable, was cancelled pursuant to the terms and conditions of an Agreement and Plan of Merger executed by the Issuer in exchange for a cash payment equal to (i) the number of shares of Issuer common stock underlying the option multiplied by (ii) the excess of \$63.50 over the per share exercise price of such option.

(3) This option, which provided for vesting in four equal annual installments commencing one year after March 9, 2012, was cancelled pursuant to the terms and conditions of an Agreement and Plan of Merger executed by the Issuer in exchange for a cash payment equal to (i) the number of shares of Issuer common stock underlying the option multiplied by (ii) the excess of \$63.50 over the per share exercise price of such option.

(4) This option, which provided for vesting in four equal annual installments commencing one year after October 15, 2012, was cancelled pursuant to the terms and conditions of an Agreement and Plan of Merger executed by the Issuer in exchange for a cash payment equal to (i) the number of shares of Issuer common stock underlying the option multiplied by (ii) the excess of \$63.50 over the per share exercise price of such option.

(5) This option, which provided for vesting in four equal annual installments commencing one year after March 7, 2013, was cancelled pursuant to the terms and conditions of an Agreement and Plan of Merger executed by the Issuer in exchange for a cash payment equal to (i) the number of shares of Issuer common stock underlying the option multiplied by (ii) the excess of \$63.50 over the per share exercise price of such option.

(6) This option, which provided for vesting in four equal annual installments commencing one year after March 17, 2014, was cancelled pursuant to the terms and conditions of an Agreement and Plan of Merger executed by the Issuer in exchange for a cash payment equal to (i) the number of shares of Issuer common stock underlying the option multiplied by (ii) the excess of \$63.50 over the per share exercise price of such option.

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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