MINOGUE MICHAEL R

Form 4 May 28, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

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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).

(Last)

value

(Print or Type Responses)

1. Name and Address of Reporting Person * MINOGUE MICHAEL R

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

ABIOMED INC [ABMD] 3. Date of Earliest Transaction

(Month/Day/Year)

05/23/2013

(Check all applicable)

10% Owner

C/O ABIOMED, INC..., 22 CHERRY HILL DRIVE

President, CEO, Chairman

below)

X_ Officer (give title _ Other (specify

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

6. Individual or Joint/Group Filing(Check Applicable Line)

_X__ Director

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 S	Securities Acq	uired, Disposed of	or Beneficial	ly 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)	Oper Disposed (Instr. 3, 4)	` ′	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	05/23/2013		S <u>(6)</u>	5,666 I	\$ 21.6181	264,789	D	

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) (1)	\$ 9.36					06/08/2006	06/08/2015	Common Stock	39,383
Stock Option (right to buy) (1)	\$ 13.57					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
Stock Option (right to buy) (3)	\$ 10.03					06/03/2011 <u>(2)</u>	06/03/2020	Common Stock	105,000

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Stock Option (Right to Buy) (3)	\$ 22.44	05/22/2013(2)	05/22/2022	Common Stock	100,000
Stock Option (Right to Buy) (3)	\$ 23.15	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)

**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 \$21.5900
- (5) and \$21.6800. 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.
- (6) Sale of common stock pursuant to reporting owner's 10b5-1 plan.

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.

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