

ICU MEDICAL INC/DE
Form 4
October 25, 2013

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 *
COSTELLO RICHARD A

(Last) (First) (Middle)

951 CALLE AMANECER

(Street)

SAN CLEMENTE, CA 92673

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ICU MEDICAL INC/DE [ICUI]

3. Date of Earliest Transaction
(Month/Day/Year)
10/24/2013

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)
Vice President Sales

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 | (D) | Price | | |
| Common Stock | 10/24/2013 | | X | | 8,041 | A | \$ 32.31 | 12,748 | D |
| Common Stock | 10/24/2013 | | X | | 709 | A | \$ 32.31 | 13,457 | D |
| Common Stock | 10/24/2013 | | X | | 15,000 | A | \$ 38.85 | 28,457 | D |
| Common Stock | 10/24/2013 | | X | | 10,000 | A | \$ 28.39 | 38,457 | D |
| Common Stock | 10/24/2013 | | X | | 9,291 | A | \$ 25.51 | 47,748 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------------------|--------|---|
| Common Stock | 10/24/2013 | X | 709 | A | \$ 25.51 | 48,457 | D |
| Common Stock | 10/24/2013 | X | 3,306 | A | \$ 35 | 51,763 | D |
| Common Stock | 10/24/2013 | X | 16,694 | A | \$ 35 | 68,457 | D |
| Common Stock | 10/24/2013 | S | 8,800 | D | \$ 65.2243 (1) | 59,657 | D |
| Common Stock | 10/24/2013 | S | 7,894 | D | \$ 66.9359 (2) | 51,763 | D |
| Common Stock | 10/24/2013 | S | 4,015 | D | \$ 64.1533 (3) | 47,748 | D |
| Common Stock | 10/24/2013 | S | 43,041 | D | \$ 63.2248 (4) | 4,707 | D |

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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am or Num of S |
| Non-Qualified Stock Option (right to buy) | \$ 25.51 | 10/24/2013 | | X | 9,291 | 03/11/2013 | 03/11/2018 | Common Stock | 9, |
| Non-Qualified Stock Option (right to buy) | \$ 25.51 | 10/24/2013 | | X | 709 | 03/11/2013 | 03/11/2018 | Common Stock | 7 |
| | \$ 28.39 | 10/24/2013 | | X | 10,000 | 07/22/2013 | 07/22/2018 | | 10 |

| Option Type | Exercise Price | Grant Date | Exercise | Shares | Expiration | Common Stock |
|---|----------------|------------|----------|--------|-----------------------|-----------------|
| Non-Qualified Stock Option (right to buy) | | | | | | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 32.31 | 10/24/2013 | X | 8,041 | (6) 02/04/2020 | Common Stock 8, |
| Non-Qualified Stock Option (right to buy) | \$ 32.31 | 10/24/2013 | X | 709 | (6) 02/04/2020 | Common Stock 7 |
| Non-Qualified Stock Option (right to buy) | \$ 35 | 10/24/2013 | X | 3,306 | 08/14/2012 08/14/2017 | Common Stock 3, |
| Non-Qualified Stock Option (right to buy) | \$ 35 | 10/24/2013 | X | 16,694 | 08/14/2012 08/14/2017 | Common Stock 16 |
| Non-Qualified Stock Option (right to buy) | \$ 38.85 | 10/24/2013 | X | 15,000 | 02/04/2014 07/22/2019 | Common Stock 15 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| COSTELLO RICHARD A 951 CALLE AMANECER SAN CLEMENTE, CA 92673 | | | Vice President Sales | |

Signatures

By: Lynn DeMartini For: Richard A. Costello 10/25/2013

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) The price recorded in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.00 to \$65.52, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

(2) The price recorded in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.70 to \$67.00, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

(3) The price recorded in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.02 to \$64.336, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

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- The price recorded in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.00 to \$63.75, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- (4) Transaction is the exercise of a derivative security; see Column 2.
 - (5) Options vest and are exercisable as to 25% of the underlying grant one year after the date of grant and in equal monthly installments thereafter for three additional years.

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.