ICU MEDICAL INC/DE

Form 4

February 13, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Person

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Check this box

Form 5 obligations may continue. See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Jain Vivek Issuer Symbol ICU MEDICAL INC/DE [ICUI] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title Other (specify 951 CALLE AMANECER 02/11/2015 below) Chairman and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

SAN CLEMENTE, CA 92673

(State)

(City)

(City)	(State)	Table Table	e 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				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	02/13/2015		M	22,679	A	\$0	52,679	D				
Common Stock	02/13/2015		F	11,888	D	\$ 88.98	40,791	D				

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. 5. Number of TransactionDerivative Code Securities Acquired (Instr. 8) (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title a Underlyi (Instr. 3 a	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Common Stock (1)	\$ 0 (2)	02/11/2015		A	16,478		(3)	02/11/2018	Comm
Common Stock (4)	<u>(2)</u>	02/13/2015		M		22,679	02/12/2015(5)	02/24/2017	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 88.76	02/11/2015		A	61,373		<u>(6)</u>	02/11/2025	Comm Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
F	Director	10% Owner	Officer	Other			
Jain Vivek 951 CALLE AMANECER SAN CLEMENTE, CA 92673	X		Chairman and CEO				

Signatures

By: Lynn Ehrhart For: 02/13/2015 Vivek Jain

**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) These securities are Restricted Stock Units.
- (2) There is neither a purchase price nor an exercise price for the Restricted Stock Units.
- (3) One third of the Units subject to the award shall vest on each of the first, second, and third anniversaries of the grant date.
- (4) These securities are Restricted Stock Units awarded under the 2014 Inducement Stock Incentive Plan.
- Restricted Stock Units under the 2014 Inducement Stock Incentive Plan vest as one-third of the Units subject to the award on each of the first, second, and third anniversaries of the Vesting Commencement Date of February 13, 2014, with the employee having to be employed by the Company at the time of any vesting. One hundred percent of unvested units shall immediately vest as the result of an involuntary termination of employment.
- (6) One-third of the shares shall vest on each of the first, second, and third anniversaries of the grant date. The vested shares shall become exercisable if, during the term of the option, the closing price of the Company's common stock is equal to or more than one-hundred and thirty percent of the exercise price per share for thirty consecutive trading days. The appreciation must occur within four years from the

Reporting Owners 2

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grant date.

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.