

ABIOMED INC  
Form 4  
May 12, 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 \*  
Weber David M

(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)  
05/08/2015

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)

Chief Operating 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, \$.01 par value	05/08/2015		M		34,322	A	\$ 13.88
Common Stock, \$.01 par value	05/08/2015		S <sup>(5)</sup>		3,242 <sup>(5)</sup>	D	\$ 64.1598 <sup>(6)</sup>
Common Stock, \$.01 par value	05/08/2015		S <sup>(5)</sup>		3,639 <sup>(5)</sup>	D	\$ 65.1294 <sup>(7)</sup>

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Common Stock, \$01 par value	05/08/2015	<u>S<sup>(5)</sup></u>	<u>1,911</u> <u>(5)</u>	D	\$ 66.3305 <u>(8)</u>	162,260	D
Common Stock, \$01 par value	05/08/2015	<u>S<sup>(5)</sup></u>	<u>4,880</u> <u>(5)</u>	D	\$ 67.3336 <u>(9)</u>	157,380	D
Common Stock, \$01 par value	05/08/2015	<u>S<sup>(5)</sup></u>	<u>2,764</u> <u>(5)</u>	D	\$ 67.8776 <u>(10)</u>	154,616	D
Common Stock, \$01 par value	05/08/2015	<u>S<sup>(5)</sup></u>	<u>652</u> <u>(5)</u>	D	\$ 69.0306 <u>(11)</u>	153,964	D
Common Stock, \$01 par value	05/08/2015	<u>S<sup>(5)</sup></u>	<u>73</u> <u>(5)</u>	D	\$ <u>69.81</u> <u>(12)</u>	153,891	D
Common Stock, \$01 par value	05/08/2015	<u>S<sup>(5)</sup></u>	<u>3,242</u> <u>(5)</u>	D	\$ 64.1598 <u>(6)</u> <u>(13)</u>	150,649	D
Common Stock, \$01 par value	05/08/2015	<u>S<sup>(5)</sup></u>	<u>3,639</u> <u>(5)</u>	D	\$ 65.1294 <u>(7)</u> <u>(13)</u>	147,010	D
Common Stock, \$01 par value	05/08/2015	<u>S<sup>(5)</sup></u>	<u>1,911</u> <u>(5)</u>	D	\$ 66.3305 <u>(8)</u> <u>(13)</u>	145,099	D
Common Stock, \$01 par value	05/08/2015	<u>S<sup>(5)</sup></u>	<u>4,880</u> <u>(5)</u>	D	\$ 67.3336 <u>(9)</u> <u>(14)</u>	140,219	D
Common Stock, \$01 par value	05/08/2015	<u>S<sup>(5)</sup></u>	<u>2,764</u> <u>(5)</u>	D	\$ 67.8776 <u>(10)</u>	137,455	D
Common Stock, \$01 par value	05/08/2015	<u>S<sup>(5)</sup></u>	<u>652</u> <u>(5)</u>	D	\$ 69.0306 <u>(11)</u>	136,803	D
	05/08/2015	<u>S<sup>(5)</sup></u>	<u>73</u> <u>(5)</u>	D		136,730	D

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Common Stock, \$01 par value \$ 69.81 (12)

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy) <u>(1)</u>	\$ 13.88	05/08/2015		M	34,322	04/23/2008 <sup>(2)</sup> 04/23/2017	Common Stock 34,322
Stock Option (right to buy) <u>(1)</u>	\$ 13.8					05/23/2009 <sup>(2)</sup> 05/23/2018	Common Stock 0
Stock Option (right to buy) <u>(3)</u>	\$ 5.86					05/28/2010 <sup>(2)</sup> 05/28/2019	Common Stock 0
Stock Options (right to buy) <u>(3)</u>	\$ 5.86					03/31/2010 <sup>(2)</sup> 05/28/2019	Common Stock 0
Stock Option (right to buy) <u>(3)</u>	\$ 10.03					06/03/2011 <sup>(2)</sup> 06/03/2020	Common Stock 0
Stock Option (right to	\$ 22.44					05/22/2013 <sup>(2)</sup> 05/22/2022	Common Stock 0

buy) <sup>(3)</sup>					
Stock					
Option	\$ 23.15	05/14/2014 <sup>(2)</sup>	05/14/2023	Common	0
(Right to				Stock	
Buy) <sup>(3)</sup>					
Stock					
Option	\$ 21.55	05/14/2015 <sup>(4)</sup>	05/14/2024	Common	0
(Right to				Stock	
Buy) <sup>(3)</sup>					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Weber David M C/O ABIOMED, INC. 22 CHERRY HILL DRIVE DANVERS, MA 01923			Chief Operating Officer	

## Signatures

/s/ Stephen C. McEvoy (by power of attorney) 05/12/2015

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 the number of shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 2000 Stock Incentive Plan.
- (2) This option becomes 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 in annual 33-1/3% increments, commencing on the date shown in Table II, Column 6.
- (5) Sale of common stock pursuant to reporting owner's 10b5-1 plan.
- (6) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$63.6200 and \$64.6100. 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.
- (7) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$64.6200 and \$65.6100. 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 \$65.6750 and \$66.6500. 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 \$66.7000 and \$67.6900. 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.

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(10) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$67.7000 and \$68.6600. 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.

(11) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$68.7000 and \$69.6900. 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.

(12) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$69.7000 and \$69.9600. 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.

(13) To remedy a broker error that occurred in connection with executing the transaction, in accordance with the broker's policy, the reporting person received from the broker an additional payment for the sale of the shares to make the average price per share \$67.0000.

(14) To remedy a broker error that occurred in connection with executing the transaction, in accordance with the broker's policy, the reporting person received from the broker an additional payment for the sale of the shares sold below \$67.0000 per share to make the price per share of such shares \$67.0000 per share.

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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