

ABIOMED INC  
Form 4  
May 05, 2016

**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 \*  
Howley Michael G

(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)  
05/03/2016

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, Global Sales & Marketing

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$.01 par value	05/03/2016		A <sup>(4)</sup>		10,500 <sup>(4)</sup>	A	\$ 0
Common Stock, \$.01 par value	05/03/2016		F <sup>(5)</sup>		1,663 <sup>(5)</sup>	D	\$ 99.26

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

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SEC 1474 (9-02)

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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)	8. Amount or Number of Shares
Stock Option (right to buy) <sup>(1)</sup>	\$ 10.03					06/03/2011 <sup>(2)</sup> 06/03/2020	Common Stock	0
Stock Option (Right to buy) <sup>(1)</sup>	\$ 22.44					05/22/2013 <sup>(2)</sup> 05/22/2022	Common Stock	0
Stock Option (Right to Buy) <sup>(1)</sup>	\$ 23.15					05/14/2014 <sup>(2)</sup> 05/14/2023	Common Stock	0
Stock Option (Right to Buy) <sup>(1)</sup>	\$ 21.55					05/14/2015 <sup>(3)</sup> 05/14/2024	Common Stock	0
Stock Option (Right to Buy) <sup>(1)</sup>	\$ 66.25					05/13/2016 <sup>(3)</sup> 05/13/2025	Common Stock	0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Howley Michael G C/O ABIOMED, INC. 22 CHERRY HILL DRIVE DANVERS, MA 01923			VP, Global Sales & Marketing	

## Signatures

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

05/05/2016

\_\_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 on Table II, Column 7, under the Abiomed, Inc. 2008 Stock Incentive Plan.
- (2) These options become exercisable in annual 25% increments, commencing on the date shown forth in Table II, Column 6.
- (3) These options become exercisable in annual 33-1/3% increments, commencing on the date shown in Table II, Column 6.
- (4) Represents shares of common stock underlying performance-based awards of restricted stock units granted to this reporting person on May 13, 2015. One third of these restricted stock units vested on May 3, 2016 (into an equal number of shares of common stock) upon the issuer's achievement of a certain performance milestone with the remaining vesting on the first and second anniversary of the date of the grant.
- (5) Transaction represents shares of common stock withheld solely for payment of withholding tax liability associated with the vesting of awards of restricted stock units in accordance with the time periods set forth in such awards.

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.