

ABIOMED INC  
Form 4  
August 10, 2006

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
AUSTEN W GERALD

(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)

08/09/2006

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, \$.01<br>par value   |                                         |                                                             | Code V                                  | (A)<br>or<br>(D) Price                                                     | 48,200                                                                                                             | D                                                                    |                                                                   |

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

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information contained in this form are not  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
**(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                               | (A)                                                            | (D) | Date Exercisable                                                    | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Stock<br>Option<br>(right to<br>buy) <sup>(1)</sup> | \$ 4.71                                                            |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | 08/06/2003 <sup>(2)</sup>                                           | 05/22/2013         | Common<br>Stock | 5,000                                  |
| Stock<br>Option<br>(right to<br>buy) <sup>(1)</sup> | \$ 19.69                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | 08/09/2001 <sup>(2)</sup>                                           | 08/09/2010         | Common<br>Stock | 5,000                                  |
| Stock<br>Option<br>(right to<br>buy) <sup>(1)</sup> | \$ 18.4                                                            |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | 08/08/2002 <sup>(2)</sup>                                           | 08/08/2011         | Common<br>Stock | 5,000                                  |
| Stock<br>Option<br>(right to<br>buy) <sup>(1)</sup> | \$ 5.15                                                            |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | 08/13/2004 <sup>(2)</sup>                                           | 08/13/2013         | Common<br>Stock | 5,000                                  |
| Stock<br>Option<br>(right to<br>buy) <sup>(3)</sup> | \$ 10.41                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | 08/11/2005 <sup>(2)</sup>                                           | 08/11/2014         | Common<br>Stock | 8,000                                  |
| Stock<br>Option<br>(right to<br>buy) <sup>(3)</sup> | \$ 10.06                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | 08/09/2006 <sup>(2)</sup>                                           | 08/10/2015         | Common<br>Stock | 8,000                                  |
| Stock<br>Option<br>(right to<br>buy) <sup>(3)</sup> | \$ 13.21                                                           | 08/09/2006                              |                                                             | A                                    |                                                                                                                 | 8,000                                                          |     | 08/08/2007 <sup>(2)</sup>                                           | 08/09/2016         | Common<br>Stock | 8,000                                  |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

AUSTEN W GERALD  
C/O ABIOMED, INC.  
22 CHERRY HILL DRIVE  
DANVERS, MA 01923

X

## Signatures

/s/Carrie-Ann

Powierza

08/10/2006

\_\_\_\_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 ABIOMED, Inc. 1989 Non-Qualified Stock Option Plan for Non-Employee Directors.
- (2) This option becomes exercisable in full on the date set forth 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 ABIOMED, Inc. 2000 Stock Incentive Plan.

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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