

Greenfield Andrew J
Form 4
May 31, 2012

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Greenfield Andrew J

(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)
05/29/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

VP Healthcare Solutions

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)	
Common Stock, \$.01 par value	05/29/2012		F ⁽⁵⁾	974	D	\$ 20.3375 (6)	58,481	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)

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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. De Se (In
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) ⁽¹⁾	\$ 14.98					01/04/2006 ⁽³⁾ 01/04/2015	Common Stock	30,000
Stock Option (right to buy) ⁽²⁾	\$ 9.36					06/08/2006 ⁽³⁾ 06/08/2015	Common Stock	20,000
Stock Option (right to buy) ⁽²⁾	\$ 8.77					11/16/2006 ⁽³⁾ 11/16/2015	Common Stock	15,000
Stock Option (right to buy) ⁽²⁾	\$ 13.57					06/01/2007 ⁽³⁾ 06/01/2016	Common Stock	40,000
Stock Option (right to buy) ⁽²⁾	\$ 11.27					05/30/2008 ⁽³⁾ 05/30/2017	Common Stock	10,000
Stock Option (right to buy) ⁽²⁾	\$ 13.8					05/23/2009 ⁽³⁾ 05/23/2018	Common Stock	9,000
Stock Option (right to buy) ⁽⁴⁾	\$ 5.86					05/28/2010 ⁽³⁾ 05/28/2019	Common Stock	20,000
Stock Option (right to	\$ 5.86					03/31/2010 ⁽³⁾ 05/28/2019	Common Stock	30,000

buy) ⁽⁴⁾

Stock
Option
(right to
buy) ⁽⁴⁾

\$ 10.03

06/03/2011⁽³⁾ 06/03/2020

Common
Stock 25,000

Stock
Option
(right to
buy) ⁽⁴⁾

\$ 22.44

05/22/2013⁽³⁾ 05/22/2022

Common
Stock 20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Greenfield Andrew J C/O ABIOMED, INC. 22 CHERRY HILL DRIVE DANVERS, MA 01923			VP Healthcare Solutions	

Signatures

/s/ Ian W. McLeod (by power of
attorney)

05/31/2012

__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 shares of Common Stock under ABIOMED, Inc. 1998 Equity Incentive Plan.
- (2) Grant to reporting person of option to buy shares of Common Stock under ABIOMED, Inc. 2000 Stock Incentive Plan.
- (3) These options become exercisable in annual 25% increments commencing on the date shown in Table II, Column 6.
- (4) Grant to reporting person of option to buy shares of Common Stock under ABIOMED, Inc. 2008 Stock Incentive Plan.
- (5) Sale of common stock pursuant to reporting owner's 10(b)5-1 plan.

This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$20.0300 and \$20.9800. 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.

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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