

ABIOMED INC  
Form 4  
June 18, 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  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SUTTER MARTIN P

(Last) (First) (Middle)

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)  
06/15/2012

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. 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>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock,<br>\$0.01 par<br>value | 06/15/2012                              |                                                             | A                                    | 575 <sup>(7)</sup>                                                         | A \$ 0 82,213                                                                                                      | D                                                                    |                                                                                |
| Common<br>Stock, \$.01<br>par value     |                                         |                                                             |                                      |                                                                            | 946,818                                                                                                            | I                                                                    | Essex<br>Woodland<br>Health<br>Ventures,<br>VI, LP <sup>(1)</sup>              |
| Common<br>Stock,<br>\$0.01 par          |                                         |                                                             |                                      |                                                                            | 2,203,182                                                                                                          | I                                                                    | Essex<br>Woodlands<br>Health                                                   |

value

Ventures  
Fund VII,  
LP <sup>(2)</sup>

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

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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)

| 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<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, 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) | 8. De<br>Se<br>(In                  |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date Exercisable<br>Expiration<br>Date                         | Title                                                               | Amount<br>or<br>Number<br>of Shares |
| Stock<br>option<br>(right to<br>buy) <sup>(3)</sup> | \$ 13.91                                                           |                                         |                                                             |                                      |                                                                                                                    | 05/20/2009 <sup>(4)</sup> 05/20/2018                           | Common<br>Stock                                                     | 25,000                              |
| Stock<br>Option<br>(right to<br>buy) <sup>(5)</sup> | \$ 18.63                                                           |                                         |                                                             |                                      |                                                                                                                    | 08/12/2009 <sup>(6)</sup> 08/13/2018                           | Common<br>Stock                                                     | 12,000                              |
| Stock<br>Option<br>(right to<br>buy) <sup>(5)</sup> | \$ 7.67                                                            |                                         |                                                             |                                      |                                                                                                                    | 08/11/2010 <sup>(6)</sup> 08/12/2019                           | Common<br>Stock                                                     | 12,000                              |
| Stock<br>Option<br>(right to<br>buy) <sup>(5)</sup> | \$ 9.99                                                            |                                         |                                                             |                                      |                                                                                                                    | 08/10/2011 <sup>(6)</sup> 08/11/2020                           | Common<br>Stock                                                     | 12,000                              |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

SUTTER MARTIN P  
22 CHERRY HILL DRIVE X  
DANVERS, MA 01923

## Signatures

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

06/18/2012

\_\_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) These securities are held by Essex Woodlands Health Ventures Fund VI, L.P.. Mr. Sutter is a managing director of the general partner of the general part of the partnership that owns the reported securities. as a managing direct or Essex Woodlands Health Ventures, Mr. Sutter shares voting and investment powers for Essex Woodlands Health Ventures Fund VI, L.P.. Mr. Sutter and the Essex Woodlands Health Ventures entities disclaim beneficial ownership of all such securities except to the extent of their proportionate pecuniary interest therein.

(2) These securities are held by Essex Woodlands Health Ventures Fund VII, L.P.. Mr. Sutter is a managing director of the general partner of the general part of the partnership that owns the reported securities. as a managing direct or Essex Woodlands Health Ventures, Mr. Sutter shares voting and investment powers for Essex Woodlands Health Ventures Fund VII, L.P.. Mr. Sutter and the Essex Woodlands Health Ventures entities disclaim beneficial ownership of all such securities except to the extent of their proportionate pecuniary interest therein.

(3) Grant to reporting person to buy shares of Common Stock under ABIOMED, Inc. 2000 Stock Incentive Plan.

(4) These options become exercisable in annual 20% increments commencing on the date shown forth in Table II, Column 6.

(5) Grant to reporting person of option to buy shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 2008 Stock Incentive Plan.

(6) This option becomes exercisable in full on the date set forth in Table II, Column 6.

(7) This stock was issued to the Reporting Person in lieu of a retainer of \$12,753.50 for compensation as a board member of Abiomed, Inc.

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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