

HAASER CHARLES B

Form 4

February 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 *
HAASER CHARLES B

(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)
02/08/2006

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 below) ____ Other (specify
below)

Principal Accounting Officer

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$.01 par value					2,379	D	
Common Stock, \$.01 par value	02/08/2006		M		5,000	A	\$ 4.844
Common Stock, \$.01 par value	02/08/2006		S		5,000	D	\$ 10.25

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

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(9-02)

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) ⁽³⁾	\$ 4.844	02/08/2006		M	5,000	11/02/2000 ⁽¹⁾ 11/02/2008	Common Stock 5,000
Stock Option (right to buy) ⁽³⁾	\$ 6.688					07/01/2001 ⁽²⁾ 07/01/2009	Common Stock 1,400
Stock Option (right to buy) ⁽⁴⁾	\$ 15.563					06/28/2002 ⁽⁶⁾ 06/28/2010	Common Stock 10,000
Stock Option (right to buy) ⁽⁵⁾	\$ 18.4					08/08/2003 ⁽⁷⁾ 08/08/2011	Common Stock 5,000
Stock Option (right to buy) ⁽⁵⁾	\$ 6.75					06/25/2004 ⁽⁸⁾ 06/25/2012	Common Stock 5,000
Stock Option (right to buy) ⁽⁴⁾	\$ 5.11					06/25/2005 ⁽⁹⁾ 06/25/2013	Common Stock 5,000
Stock Option (right to buy) ⁽⁵⁾	\$ 12.3					07/01/2005 ⁽¹⁰⁾ 07/01/2014	Common Stock 15,000

Stock Option (right to buy) ⁽⁵⁾	\$ 10.8	03/01/2006 ⁽¹⁰⁾	03/01/2015	Common Stock	12,500
Stock Option (right to buy) ⁽⁵⁾	\$ 9.36	06/08/2006 ⁽¹⁰⁾	06/08/2015	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAASER CHARLES B C/O ABIOMED, INC. 22 CHERRY HILL DRIVE DANVERS, MA 01923			Principal Accounting Officer	

Signatures

/s/ Charles B.
Haaser

02/10/2006

 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) Original option grant becomes exercisable in annual 25% installments commencing on the date shown.
 - (2) Thirty percent of the original option grant became exercisable on 7/1/01 and were subsequently exercised. Another 30 percent became exercisable on 7/1/02 and an additional 40 percent will become exercisable on 7/1/03.
 - (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. 1992 Combination Stock Option Plan.
 - (4) 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. 1998 Equity Incentive Plan.
 - (5) 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.
 - (6) Thirty percent of this option will become exercisable on each of 6/28/02 and 6/28/03 and an additional 40 percent will become exercisable on 6/28/04.
 - (7) Thirty percent of this option will become exercisable on each of 8/8/03 and 8/8/04 and an additional 40 percent will become exercisable on 8/8/05.
 - (8) Thirty percent of this option will become exercisable on each of 6/25/04 and 6/25/05 and an additional 40 percent will become exercisable on 6/25/06.
 - (9) Thirty percent of this option will become exercisable on each of 6/25/05 and 6/25/06 and an additional 40 percent will become exercisable on 6/25/07.
 - (10) These options become exercisable in annual 25% increments, commencing on the date shown in Table II, Column 6.

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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