

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 *
O CONNELL DESMOND JR

(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 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			Code V	(A) or (D) Price	50,481	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
required to respond unless the form
displays a currently valid OMB control
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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 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) ⁽¹⁾	\$ 16.75							07/01/2001 ⁽²⁾	07/01/2010	Common Stock	25,000
Stock Option (right to buy) ⁽¹⁾	\$ 19.69							08/09/2001 ⁽³⁾	08/09/2010	Common Stock	5,000
Stock Option (right to buy) ⁽¹⁾	\$ 18.4							08/08/2002 ⁽³⁾	08/08/2011	Common Stock	5,000
Stock Option (right to buy) ⁽¹⁾	\$ 4.71							08/06/2003 ⁽³⁾	05/21/2013	Common Stock	5,000
Stock Option (right to buy) ⁽¹⁾	\$ 5.15							08/13/2004 ⁽³⁾	08/13/2013	Common Stock	5,000
Stock Option (right to buy) ⁽⁴⁾	\$ 10.41							08/11/2005 ⁽³⁾	08/11/2014	Common Stock	8,000
Stock Option (right to buy) ⁽⁴⁾	\$ 10.06							08/09/2006 ⁽³⁾	08/09/2015	Common Stock	8,000
Stock Option (right to buy) ⁽⁴⁾	\$ 13.21	08/09/2006		A		8,000		08/08/2007 ⁽³⁾	08/09/2016	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
O CONNELL DESMOND JR C/O ABIOMED, INC. 22 CHERRY HILL DRIVE DANVERS, MA 01923	X

Signatures

/s/ Carrie-Ann Powierza
(attorney-in-fact)

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 annual 20% increments commencing on the date set forth in Table II, Column 6.
- (3) This option becomes exercisable in full on the date set forth in Table II, Column 6.
- (4) 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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