

ABIOMED INC
Form 4
May 28, 2008

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 *
BOLT WILLIAM 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)
05/23/2008

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)

SVP, QA and Regulatory Affairs

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	05/23/2008		A	12,000 (1)	A \$ 0 22,812	D	
Common Stock, \$.01 par value	05/23/2008		A	14,000 (2)	A \$ 0 36,812	D	

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

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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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) <u>(4)</u>	\$ 6.688							07/01/2003 <u>(3)</u>	07/01/2009	Common Stock	20,000
Stock Option (right to buy) <u>(5)</u>	\$ 15.563							06/28/2004 <u>(3)</u>	06/28/2010	Common Stock	40,000
Stock Option (right to buy) <u>(6)</u>	\$ 24.12							06/22/2005 <u>(3)</u>	06/22/2011	Common Stock	25,000
Stock Option (right to buy) <u>(6)</u>	\$ 6.75							06/25/2004 <u>(7)</u>	06/25/2012	Common Stock	50,000
Stock Option (right to buy) <u>(5)</u>	\$ 5.11							06/25/2005 <u>(8)</u>	06/25/2013	Common Stock	16,000
Stock Option (right to buy) <u>(6)</u>	\$ 12.3							07/01/2005 <u>(9)</u>	07/01/2014	Common Stock	18,000
Stock Option (right to buy) <u>(6)</u>	\$ 9.36							06/08/2006 <u>(9)</u>	06/08/2015	Common Stock	30,000
Stock Option (right to buy) <u>(6)</u>	\$ 13.57							06/01/2007 <u>(9)</u>	06/01/2016	Common Stock	20,000

Stock Option (right to buy) ⁽⁶⁾	\$ 11.27				05/30/2008 ⁽⁹⁾	05/30/2017	Common Stock	8,000
Stock option (right to buy) ⁽⁶⁾	\$ 13.8	05/23/2008	A	9,666	05/23/2009 ⁽⁹⁾	05/23/2018	Common Stock	9,666

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOLT WILLIAM J C/O ABIOMED, INC. 22 CHERRY HILL DRIVE DANVERS, MA 01923			SVP, QA and Regulatory Affairs	

Signatures

/s/ Daniel J. Sutherby (by power of attorney) 05/23/2008

**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) Shares of restricted stock awarded to reporting person under the ABIOMED, Inc. 2000 Stock Incentive Plan. These shares vest in annual 25% increments, commencing on the first anniversary of the date of grant.
- (2) Shares of restricted stock awarded to reporting person under the ABIOMED, Inc. 2000 Stock Incentive Plan. These shares vest 100% based on the achievement of a certain performance milestone.
- (3) Options were fully exercisable on the date shown.
- (4) Grant to reporting person of this option to buy the number of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 1992 Combination Stock Option Plan.
- (5) Grant to reporting person of this option to buy the number of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 1998 Equity Incentive Plan.
- (6) Grant to reporting person of this option to buy the number of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 2000 Stock Incentive Plan.
- (7) 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.
- (8) 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.
- (9) 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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