

ABIOMED INC
Form 4
May 07, 2015

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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Number: 3235-0287
Expires: January 31,
2005
Estimated average
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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)

05/05/2015

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	05/05/2015		A	10,500 (4)	A \$ 0 105,531	D	
Common Stock, \$.01 par	05/06/2015		S(5)	400 (5)	D \$ 73.63 (6)	105,131	D
Common Stock, \$.01 par	05/06/2015		S(5)	1,100 (5)	D \$ 74.19 (7)	104,031	D
Common Stock,	05/06/2015		S(5)	250 (5)	D \$ 103,781 75.634	D	

\$.01 par

(8)

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 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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Stock option (right to buy) <u>(2)</u>	\$ 13.8					05/23/2009 ⁽¹⁾	05/23/2018	Common Stock		0
Stock Option (right to buy) <u>(2)</u>	\$ 10.03					06/03/2011 ⁽¹⁾	06/03/2020	Common Stock		0
Stock Option (right to buy) <u>(2)</u>	\$ 22.44					05/22/2013 ⁽¹⁾	05/22/2022	Common Stock		0
Stock Option (Right to Buy) <u>(2)</u>	\$ 23.15					05/14/2014 ⁽¹⁾	05/14/2023	Common stock		0
Stock Option (Right to Buy) <u>(2)</u>	\$ 21.55					05/14/2015 ⁽³⁾	05/14/2024	Common Stock		0

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/ Stephen C. McEvoy (by power of attorney) 05/07/2015

__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 options become exercisable in annual 25% increments, commencing on the date shown in Table II, Column 6.
- (2) 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. 2008 Stock Incentive Plan.

- (3) These options become exercisable in annual 33-1/3% increments, commencing on the date shown in Table II, Column 6.

- (4) Represents shares of common stock underlying performance-based awards of restricted stock units granted to this reporting person on May 14, 2014. One third of these restricted stock units vested on May 5, 2015 (into an equal number of shares of common stock) upon the issuer's achievement of a certain performance milestone with the remaining vesting on the first and second anniversary of the date of the grant.

- (5) Sale of common stock pursuant to reporting owner's 10b5-1 plan, including for payment of withholding tax liability associated with the vesting of performance-based awards of restricted stock units.

- (6) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$73.3500 and \$73.8600. 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.

- (7) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$74.0500 and \$74.7100. 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.

- (8) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$75.2000 and \$75.9700. 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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