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ICU MEDICAL I Form 4	NC/DE									
April 03, 2017										
FORM 4									PPROVAL	
	UNITED	STATES		RITIES A shington			E COMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or	STATEN	Expires: Estimated burden hou response	urs per							
Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Section 17(a) of the H	Public U	tility Hol	ding Cor		ange Act of 1934, t of 1935 or Sectio 1940	on		
(Print or Type Respon	nses)									
1. Name and Address of Reporting Person <u>*</u> Sanzone Virginia Ruth			Symbol	er Name an EDICAL		-	5. Relationship of Reporting Person(s) to Issuer			
(Last) ((I	(Middle) 3. Date of Earliest Transaction					(Check all applicable)			
1408 CAUDOR STREET			(Month/Day/Year) 03/27/2017				Director 10% Owner X Officer (give title Other (specify below) below) VP, General Counsel			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
ENCINITAS, CA							Person	More than One R	eporung	
(City) (State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	Acquired, Disposed o	of, or Beneficia	lly Owned	
	nsaction Date th/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8)	Disposed	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D) Price	(Instr. 3 and 4)			
Reminder: Report on	a separate line	e for each cla	ass of sec	urities bene	ficially ow	ned directly	or indirectly.			
					inforn requii	nation con red to resp iys a curre	spond to the collect tained in this form ond unless the for ently valid OMB con	are not m	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Se

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquire (A) or Dispose (D) (Instr. 3 and 5)	d of					(
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock (1)	\$ 0 <u>(2)</u>	03/27/2017(3)		А		1,778		(4)	12/31/2019	Common Stock	1,778	
Common Stock (1)	\$ 0 <u>(2)</u>	03/27/2017 <u>(3)</u>		А		1,778		(5)	03/27/2020	Common Stock	1,778	

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Sanzone Virginia Ruth 1408 CAUDOR STREET ENCINITAS, CA 92024			VP, Genera	l Counsel				
Signatures								
By: Paula Darbyshire, Attorney Sanzone	04/03/2017							
<u>**</u> Signature of Repor	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 Restricted Stock Units.
- (2) There is neither a purchase price nor an exercise price for the Restricted Stock Units.
- (3) The executive officers were notified of their awards by the Registrant on March 30, 2017.

(4) The vesting for this performance-based restricted stock unit ("PRSU") award is dependent upon the reporting person's earning PRSUs based on the achievement of performance criteria related to the Company's fiscal year 2019 Cumulative Adjusted EBITDA in comparison to the fiscal year 2016 Adjusted EBITDA. The number of shares reported is the target award amount. The reporting person may

- potentially earn PRSUs ranging from 100% to 300% of the target award amount.
- (5) One third of the Units subject to the award shall vest on each of the first, second, and third anniversaries of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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