

ABIOMED INC
Form 4
May 15, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
OBRIEN JOHN F

(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)
05/11/2006

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock, \$.01 par value | | | | | 139,902 | D | |
| Common Stock, \$.01 par value | 05/11/2006 | | M | 25,000 A \$ 7 | 164,902 | D | |
| Common Stock, \$.01 par value | 05/11/2006 | | M | 5,000 A \$ 4.71 | 169,902 | D | |
| Common Stock, \$.01 | 05/11/2006 | | M | 5,000 A \$ 5.15 | 174,902 | D | |

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par value

| | | | | | | | |
|------------------------|------------|---|-------|---|-------------|---------|---|
| Common Stock, \$.01 | 05/11/2006 | M | 8,000 | A | \$ 10.41 | 182,902 | D |
|------------------------|------------|---|-------|---|-------------|---------|---|

par value

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (right to buy) ⁽¹⁾ | \$ 7 | 05/11/2006 | | M | 25,000 | 06/30/1998 ⁽²⁾ 07/01/2007 | Common Stock | 25,000 |
| Stock Option (right to buy) ⁽¹⁾ | \$ 4.71 | 05/11/2006 | | M | 5,000 | 08/06/2003 ⁽³⁾ 05/21/2013 | Common Stock | 5,000 |
| Stock Option (right to buy) ⁽¹⁾ | \$ 5.15 | 05/11/2006 | | M | 5,000 | 08/13/2004 ⁽³⁾ 08/13/2013 | Common Stock | 5,000 |
| Stock Option (right to buy) ⁽⁴⁾ | \$ 10.41 | 05/11/2006 | | M | 8,000 | 08/11/2005 ⁽³⁾ 08/11/2014 | Common Stock | 8,000 |
| Stock Option (right to buy) ⁽¹⁾ | \$ 19.69 | | | | | 08/09/2001 ⁽³⁾ 08/09/2010 | Common Stock | 5,000 |
| Stock Option | \$ 18.4 | | | | | 08/08/2002 ⁽³⁾ 08/08/2011 | Common Stock | 5,000 |

(right to
buy) (1)

Stock
Option
(right to
buy) (4) \$ 10.06

08/09/2006⁽³⁾ 08/10/2015 Common Stock 8,000

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| OBRIEN JOHN F C/O ABIOMED, INC. 22 CHERRY HILL DRIVE DANVERS, MA 01923 | X | | | |

Signatures

/s/ Charles B. Haaser 05/15/2006

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 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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