Greenfield Andrew J Form 4 May 08, 2013

## FORM 4

#### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

I. Name and Address of Reporting Person _ Greenfield Andrew J			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			ABIOMED INC [ABMD]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
C/O ABIOMED, INC., 22 CHERRY HILL DRIVE			05/06/2013	X_ Officer (give title Other (specify below)			
	-			VP Healthcare Solutions			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			

#### DANVERS, MA 01923

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y 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. Securionor Dispos (Instr. 3,	sed of	` ′	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
Common			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)
Stock, \$.01 par	05/06/2013		S(5)	7,673	D	19.6954 (6)	59,858	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

### Edgar Filing: Greenfield Andrew J - Form 4

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. Transactic Code (Instr. 8)	5. onNumber 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. De Se (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy) (1)	\$ 14.98					01/04/2006(3)	01/04/2015	Common Stock	30,000	
Stock Option (right to buy) (2)	\$ 9.36					06/08/2006(3)	06/08/2015	Common Stock	20,000	
Stock Option (right to buy) (2)	\$ 8.77					11/16/2006(3)	11/16/2015	Common Stock	15,000	
Stock Option (right to buy) (2)	\$ 13.57					06/01/2007(3)	06/01/2016	Common Stock	40,000	
Stock Option (right to buy) (2)	\$ 11.27					05/30/2008(3)	05/30/2017	Common Stock	10,000	
Stock Option (right to buy) (2)	\$ 13.8					05/23/2009(3)	05/23/2018	Common Stock	9,000	
Stock Option (right to buy) (4)	\$ 5.86					05/28/2010(3)	05/28/2019	Common Stock	20,000	
Stock Option (right to buy) (4)	\$ 5.86					03/31/2010(3)	05/28/2019	Common Stock	30,000	
	\$ 10.03					06/03/2011(3)	06/03/2020		25,000	

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Stock Option (right to buy) (4)				Common Stock	
Stock Option (right to buy) (4)	\$ 22.44	05/22/2013 <u>(3)</u>	05/22/2022	Common Stock	20,000
Stock Option (right to buy) (4)	\$ 14.39	02/19/2014(3)	02/19/2023	Common Stock	20,000

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Greenfield Andrew J C/O ABIOMED, INC. 22 CHERRY HILL DRIVE DANVERS, MA 01923

**VP** Healthcare Solutions

# **Signatures**

/s/ Ian W. McLeod (by power of attorney)

05/08/2013

\*\*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 shares of Common Stock under ABIOMED, Inc. 1998 Equity Incentive Plan.
- (2) Grant to reporting person of option to buy shares of Common Stock under ABIOMED, Inc. 2000 Stock Incentive Plan.
- (3) These options became exercisable in annual 25% increments commencing on the date shown in Table II, Column 6.
- (4) Grant to reporting person of option to buy shares of Common Stock under ABIOMED, Inc. 2008 Stock Incentive Plan.
- (5) Sale of common stock pursuant to reporting owner's 10(b)5-1 plan.
- This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$19.4800 (6) and \$19.9601. 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. 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.

Reporting Owners 3