ABIOMED INC
Form 4
May 19, 2015

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MINOGUE MICHAEL R

(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)
05/15/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President, CEO, Chairman

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock $.01 par value	05/15/2015		S(6)		13,311 (6)	D	$ 66.9622 (7)	331,161	D	
Common Stock $.01 par value	05/15/2015		S(6)		6,239 (6)	D	$ 67.7487 (8)	324,922	D	
Common Stock $.01 par value	05/15/2015		S(6)		133 (6)	D	$ 68.5	324,789	D	

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

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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)		8. De Sec (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy) [(1)]	$ 13.57							06/01/2007	06/01/2016	Common Stock	0	
Stock Option (right to buy) [(1)]	$ 13.8							05/23/2009[(2)]	05/23/2018	Common Stock	0	
Stock Option (right to buy) [(3)]	$ 18.63							06/15/2009[(4)]	08/13/2018	Common Stock	0	
Stock Option (right to buy) [(3)]	$ 5.86							05/28/2010[(2)]	05/28/2019	Common Stock	0	
Stock Option (right to buy) [(3)]	$ 5.86							05/28/2010[(2)]	05/28/2019	Common Stock	0	
Stock Option (right to buy) [(3)]	$ 10.03							06/03/2011[(2)]	06/03/2020	Common Stock	0	
Stock	$ 22.44							05/22/2013[(2)]	05/22/2022	Common	0	

Option (Right to Buy) [3]					Stock	
Stock Option (Right to Buy) [3]	$ 23.15		05/14/2014[2]	05/14/2024	Common stock	0
Stock Option (right to buy) [3]	$ 21.55		05/14/2015[5]	05/14/2024	Common Stock	0
Stock Option (right to buy) [3]	$ 66.25		05/13/2016[5]	05/13/2025	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MINOGUE MICHAEL R C/O ABIOMED, INC., 22 CHERRY HILL DRIVE DANVERS, MA 01923	X		President, CEO, Chairman	

Signatures

/s/ Stephen C. McEvoy (by power of attorney)	05/19/2015
**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) Grant to reporting person of option to buy shares of Common Stock under the ABIOMED, Inc. 2000 Stock Incentive Plan.

(2) These options become exercisable in annual 25% increments, commencing on the date shown in Table II, Column 6.

(3) Grant to reporting person of option to buy the number of shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 2008 Stock Incentive Plan.

(4) These options become exercisable based on the achievement of certain performance milestones.

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

(6) Sale of common stock pursuant to reporting owner's 10b5-1 plan, solely for payment of withholding tax liability associated with the vesting of awards of restricted stock units in accordance with the time periods set forth in such awards.

(7) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between $66.4500 and $67.4300. 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 $67.4500 and $68.1900. 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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