

EDWARDS LIFESCIENCES CORP
 Form 4
 August 03, 2006

FORM 4

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

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).

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 *
 MUSSALLEM MICHAEL A

2. Issuer Name and Ticker or Trading Symbol
 EDWARDS LIFESCIENCES CORP
 [EW]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O EDWARDS LIFESCIENCES CORPORATION, ONE EDWARDS WAY

3. Date of Earliest Transaction (Month/Day/Year)
 08/01/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board & CEO

(Street)
 IRVINE, CA 92614

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 08/01/2006 | | M ⁽¹⁾ | 14,000 A \$ 10.1955 | 106,622 ⁽²⁾ | D | |
| Common Stock | 08/01/2006 | | S ⁽¹⁾ | 300 D \$ 43.45 | 106,322 ⁽²⁾ | D | |
| Common Stock | 08/01/2006 | | S ⁽¹⁾ | 200 D \$ 43.5 | 106,122 ⁽²⁾ | D | |
| Common Stock | 08/01/2006 | | S ⁽¹⁾ | 2,400 D \$ 43.52 | 103,722 ⁽²⁾ | D | |
| | 08/01/2006 | | S ⁽¹⁾ | 100 D \$ 43.53 | 103,622 ⁽²⁾ | D | |

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| | | | | | | | |
|--------------|------------|-------------|-------|---|----------|------------------------|---|
| Common Stock | | | | | | | |
| Common Stock | 08/01/2006 | <u>S(1)</u> | 600 | D | \$ 43.54 | 103,022 ⁽²⁾ | D |
| Common Stock | 08/01/2006 | <u>S(1)</u> | 3,900 | D | \$ 43.55 | 99,122 ⁽²⁾ | D |
| Common Stock | 08/01/2006 | <u>S(1)</u> | 400 | D | \$ 43.56 | 98,722 ⁽²⁾ | D |
| Common Stock | 08/01/2006 | <u>S(1)</u> | 1,200 | D | \$ 43.57 | 97,522 ⁽²⁾ | D |
| Common Stock | 08/01/2006 | <u>S(1)</u> | 300 | D | \$ 43.58 | 97,222 ⁽²⁾ | D |
| Common Stock | 08/01/2006 | <u>S(1)</u> | 300 | D | \$ 43.59 | 96,922 ⁽²⁾ | D |
| Common Stock | 08/01/2006 | <u>S(1)</u> | 100 | D | \$ 43.62 | 96,822 ⁽²⁾ | D |
| Common Stock | 08/01/2006 | <u>S(1)</u> | 200 | D | \$ 43.63 | 96,622 ⁽²⁾ | D |
| Common Stock | 08/01/2006 | <u>S(1)</u> | 100 | D | \$ 43.66 | 96,522 ⁽²⁾ | D |
| Common Stock | 08/01/2006 | <u>S(1)</u> | 100 | D | \$ 43.73 | 96,422 ⁽²⁾ | D |
| Common Stock | 08/01/2006 | <u>S(1)</u> | 300 | D | \$ 43.85 | 96,122 ⁽²⁾ | D |
| Common Stock | 08/01/2006 | <u>S(1)</u> | 700 | D | \$ 43.86 | 95,422 ⁽²⁾ | D |
| Common Stock | 08/01/2006 | <u>S(1)</u> | 200 | D | \$ 43.87 | 95,222 ⁽²⁾ | D |
| Common Stock | 08/01/2006 | <u>S(1)</u> | 300 | D | \$ 43.88 | 94,922 ⁽²⁾ | D |
| Common Stock | 08/01/2006 | <u>S(1)</u> | 100 | D | \$ 43.89 | 94,822 ⁽²⁾ | D |
| Common Stock | 08/01/2006 | <u>S(1)</u> | 100 | D | \$ 43.91 | 94,722 ⁽²⁾ | D |
| Common Stock | 08/01/2006 | <u>S(1)</u> | 300 | D | \$ 43.92 | 94,422 ⁽²⁾ | D |
| Common Stock | 08/01/2006 | <u>S(1)</u> | 100 | D | \$ 44 | 94,322 ⁽²⁾ | D |
| Common Stock | 08/01/2006 | <u>S(1)</u> | 100 | D | \$ 44.08 | 94,222 ⁽²⁾ | D |
| | 08/01/2006 | <u>S(1)</u> | 1,600 | D | \$ 44.09 | 92,622 ⁽²⁾ | D |

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Common
Stock

Common
Stock

32,434

I

By 401(k)
(3)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|--|
| | | | | | | Date Exercisable | Expiration Date | Title | | |
| | | | | | | Code | V | (A) | (D) | |
| Employee Stock Option (Right to Acquire) | \$ 10.1955 | 08/01/2006 | | <u>M</u> ⁽¹⁾ | 14,000 | 11/18/2000 | 11/18/2007 | Common Stock | 14,000 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MUSSALLEM MICHAEL A
C/O EDWARDS LIFESCIENCES CORPORATION
ONE EDWARDS WAY
IRVINE, CA 92614

X

Chairman of
the Board &
CEO

Signatures

/s/ Jay P. Wertheim,
Attorney-in-fact

08/03/2006

 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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 16, 2006.
- (2) This Form 4 reflects changes in beneficial ownership only; it does not identify other securities of the Issuer beneficially owned by the reporting person.
- (3) Shares represented on the most recent statement of the 401(k) Plan Administrator where a unitized accounting procedure is utilized to convert the equities to share equivalents.

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