

ICU MEDICAL INC/DE  
Form 4  
August 17, 2016

**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 \*  
McGrody Kevin J

(Last) (First) (Middle)  
951 CALLE AMANECER  
(Street)

SAN CLEMENTE, CA 92673

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ICU MEDICAL INC/DE [ICUI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/15/2016

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)  
Controller

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 Indirect Beneficial Ownership (Instr. 4) |        |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |        |   |
| Common Stock                    | 08/15/2016                           |  | X                              |   | 750   | A  | \$ 32.31  | 1,922  | D |
| Common Stock                    | 08/15/2016                           |  | X                              |   | 1,000   | A  | \$ 37   | 2,922  | D |
| Common Stock                    | 08/15/2016                           |  | X                              |   | 2,188   | A  | \$ 43.12  | 5,110  | D |
| Common Stock                    | 08/15/2016                           |  | X                              |   | 3,500   | A  | \$ 46.53  | 8,610  | D |
| Common Stock                    | 08/15/2016                           |  | X                              |   | 3,062   | A  | \$ 61.76  | 11,672 | D |

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|              |            |   |                    |   |                               |        |   |
|--------------|------------|---|--------------------|---|-------------------------------|--------|---|
| Common Stock | 08/15/2016 | X | 2,430              | A | \$ 58.79                      | 14,102 | D |
| Common Stock | 08/15/2016 | S | 327 <sup>(1)</sup> | D | \$ 124.84                     | 13,775 | D |
| Common Stock | 08/15/2016 | X | 1,000              | A | \$ 38.4                       | 14,775 | D |
| Common Stock | 08/15/2016 | S | 13,930             | D | \$<br>124.0897 <sup>(2)</sup> | 845    | D |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy)  | \$ 32.31   | 08/15/2016                           |  | X                              | 750   | 02/04/2014 <sup>(3)</sup> 02/04/2020                     | Common Stock  |
| Non-Qualified Stock Option (right to buy)  | \$ 37  | 08/15/2016                           |  | X                              | 1,000   | 07/21/2014 <sup>(3)</sup> 07/21/2020                     | Common Stock  |
| Non-Qualified Stock Option (right to buy)  | \$ 38.4  | 08/15/2016                           |  | X                              | 1,000   | 10/19/2012 <sup>(3)</sup> 10/19/2017                     | Common Stock  |
| Non-Qualified Stock Option (right to buy)  | \$ 43.12   | 08/15/2016                           |  | X                              | 2,188   | 02/02/2015 <sup>(3)</sup> 02/02/2021                     | Common Stock  |
| Non-Qualified Stock Option (right to buy)  | \$ 46.53   | 08/15/2016                           |  | X                              | 3,500   | 02/01/2016 <sup>(3)</sup> 02/01/2022                     | Common Stock  |

|   |          |            |   |       |     |            |                 |   |
|---|----------|------------|---|-------|-----|------------|-----------------|---|
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 58.79 | 08/15/2016 | X | 2,430 | (3) | 02/24/2024 | Common<br>Stock | 2 |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 61.76 | 08/15/2016 | X | 3,062 | (3) | 02/06/2023 | Common<br>Stock | 3 |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |            |       |
|---|---------------|-----------|------------|-------|
|   | Director      | 10% Owner | Officer    | Other |
| McGrody Kevin J<br>951 CALLE AMANECER<br>SAN CLEMENTE, CA 92673 |               |           | Controller |       |

## Signatures

By: Paula Darbyshire For: Kevin J.  
McGrody

08/17/2016

\_\_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) Shares purchased through Employee Stock Purchase Plan.

(2) The price reported in Column 4 is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$124.00 to \$124.35, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

(3) Options vest and are exercisable as to 25% of the underlying grant one year after the date of grant and in equal monthly installments thereafter for three additional years.

(4) Transaction is the exercise of a derivative security; see Column 2.

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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