

ABIOMED INC
Form 4
May 17, 2016

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Greenfield Andrew J

(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)

05/13/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below)

VP Healthcare Solutions

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 Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common Stock, \$.01 par value | 05/13/2016 | | F ⁽⁵⁾ | 393 ⁽⁵⁾ D | \$ 94.27 | 59,644 | D |
| Common Stock, \$.01 par value | 05/14/2016 | | F ⁽⁵⁾ | 5,210 ⁽⁵⁾ D | \$ 94.08 | 54,434 | D |

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
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SEC 1474
(9-02)

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|--|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | | |
| Stock Option (right to buy) ⁽¹⁾ | \$ 13.8 | | | | | 05/23/2009 ⁽²⁾ | 05/23/2018 | Common Stock | | 0 |
| Stock Option (right to buy) ⁽³⁾ | \$ 22.44 | | | | | 05/22/2013 ⁽²⁾ | 05/22/2022 | Common Stock | | 0 |
| Stock Option (right to buy) ⁽³⁾ | \$ 14.39 | | | | | 02/19/2014 ⁽²⁾ | 02/19/2023 | Common Stock | | 0 |
| Stock Option (Right to Buy) ⁽³⁾ | \$ 23.15 | | | | | 05/14/2014 ⁽²⁾ | 05/14/2023 | Common Stock | | 0 |
| Stock Option (right to buy) ⁽³⁾ | \$ 21.55 | | | | | 05/14/2015 ⁽⁴⁾ | 05/14/2024 | Common Stock | | 0 |
| Stock Option (right to buy) ⁽³⁾ | \$ 66.25 | | | | | 05/13/2016 ⁽⁴⁾ | 05/13/2025 | Common Stock | | 0 |

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/ Stephen C. McEvoy (by power of attorney)

05/17/2016

__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) Grant to reporting person of option to buy shares of Common Stock under ABIOMED, Inc. 2000 Stock Incentive Plan.
- (2) These options became exercisable in annual 25% increments, commencing on the date shown in Table II, Column 6.
- (3) Grant to reporting person of option to buy shares of Common Stock under ABIOMED, Inc. 2008 Stock Incentive Plan.
- (4) These options become exercisable in annual 33-1/3% increments, commencing on the date shown in Table II, Column 6.
- (5) Transaction represents shares of common stock withheld 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.

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.