

ICU MEDICAL INC/DE
Form 4
February 12, 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 *
Jain Vivek

(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)
02/11/2016

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)
Chairman and CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Price | | | |
| Common Stock | 02/11/2016 | | M | 5,492 A | \$ 0 46,283 | D | |
| Common Stock | 02/11/2016 | | F | 2,082 D | \$ 87.57 44,201 | D | |
| Common Stock | 02/12/2016 | | M | 22,680 A | \$ 0 66,881 | D | |
| Common Stock | 02/12/2016 | | F | 11,116 D | \$ 88.92 55,765 | 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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Common Stock ⁽¹⁾ | \$ 0 ⁽²⁾ | 02/11/2016 | | M | 5,492 | 02/11/2016 ⁽³⁾ 02/11/2018 | Common Stock | 5,492 |
| Common Stock ⁽⁴⁾ | ⁽²⁾ | 02/12/2016 | | M | 22,680 | 02/12/2015 ⁽⁵⁾ 02/24/2017 | Common Stock | 22,680 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Jain Vivek 951 CALLE AMANECER SAN CLEMENTE, CA 92673 | X | | Chairman and CEO | |

Signatures

By: Paula Darbyshire For: 02/12/2016
Vivek Jain

**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) These securities are Restricted Stock Units.
- (2) There is neither a purchase price nor an exercise price for the Restricted Stock Units.
- (3) One third of the Units subject to the award shall vest on each of the first, second, and third anniversaries of the grant date.
- (4) These securities are Restricted Stock Units awarded under the 2014 Inducement Stock Incentive Plan.
- (5) Restricted Stock Units under the 2014 Inducement Stock Incentive Plan vest as one-third of the Units subject to the award on each of the first, second, and third anniversaries of the Vesting Commencement Date of February 13, 2014, with the employee having to be employed by the Company at the time of any vesting. One hundred percent of unvested units shall immediately vest as the result of an involuntary

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termination of employment.

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.