

ICU MEDICAL INC/DE
Form 4
April 03, 2017

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 *
Sanzone Virginia Ruth

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1408 CAUDOR STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/27/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, General Counsel

ENCINITAS, CA 92024
(City) (State) (Zip)

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

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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.

SEC 1474
(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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. ... |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|--------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|--------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------------|------------------------------|---------------------------|------------|---|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| | | | | | | | | | | | | |
| Common Stock ⁽¹⁾ | \$ 0 ⁽²⁾ | 03/27/2017 ⁽³⁾ | A | 1,778 | | | | | ⁽⁴⁾ | 12/31/2019 | Common Stock | 1,778 |
| Common Stock ⁽¹⁾ | \$ 0 ⁽²⁾ | 03/27/2017 ⁽³⁾ | A | 1,778 | | | | | ⁽⁵⁾ | 03/27/2020 | Common Stock | 1,778 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sanzone Virginia Ruth 1408 CAUDOR STREET ENCINITAS, CA 92024 | | | VP, General Counsel | |

Signatures

By: Paula Darbyshire, Attorney-in-fact For: Virginia Sanzone 04/03/2017

 **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) The executive officers were notified of their awards by the Registrant on March 30, 2017.

(4) The vesting for this performance-based restricted stock unit ("PRSU") award is dependent upon the reporting person's earning PRSUs based on the achievement of performance criteria related to the Company's fiscal year 2019 Cumulative Adjusted EBITDA in comparison to the fiscal year 2016 Adjusted EBITDA. The number of shares reported is the target award amount. The reporting person may potentially earn PRSUs ranging from 100% to 300% of the target award amount.

(5) One third of the Units subject to the award shall vest on each of the first, second, and third anniversaries of the grant date.

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.