ICU MEDICAL INC/DE
Form 4
February 26, 2014

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 *
COSTELLO RICHARD A

(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)
02/25/2014

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)
Vice President Sales

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/25/2014		X		6,923	A	$ 46.53	8,096	D	
Common Stock	02/25/2014		X		3,571	A	$ 43.62	11,667	D	
Common Stock	02/25/2014		X		1,250	A	$ 37	12,917	D	
Common Stock	02/25/2014		X		15,000	A	$ 32.07	27,917	D	
Common Stock	02/25/2014		X		938	A	$ 43.12	28,855	D	

Common Stock	02/25/2014		X	938	A	$ 32.31	29,793	D
Common Stock	02/25/2014		S	28,620	D	$ 58.6187 (1)	1,173	D
Common Stock (2)	02/25/2014		S	549	D	$ 58.5444 (3)	624	D
Common Stock	02/25/2014		S	339 (4)	D	$ 58.4978 (5)	285	D

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

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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 Amou Underlying Secur (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Non-Qualified Stock Option (right to buy)	$ 32.07	02/25/2014		X			15,000	02/04/2014	02/04/2019	Common Stock	15
Non-Qualified Stock Option (right to buy)	$ 32.31	02/25/2014		X			938	(7)	02/04/2020	Common Stock	9
Non-Qualified Stock Option (right to buy)	$ 37	02/25/2014		X			1,250	(7)	07/21/2020	Common Stock	1,
Non-Qualified Stock Option (right to buy)	$ 43.12	02/25/2014		X			938	(7)	02/02/2021	Common Stock	9
Non-Qualified Stock Option (right to buy)	$ 43.62	02/25/2014		X			3,571	(7)	07/20/2021	Common Stock	3,

Non-Qualified Stock Option (right to buy)	$ 46.53	02/25/2014		X	6,923	(7)	02/01/2022	Common Stock	6,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COSTELLO RICHARD A 951 CALLE AMANECER SAN CLEMENTE, CA 92673			Vice President Sales	

Signatures

By: Lynn DeMartini For: Richard A. Costello	02/26/2014
**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 price recorded in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $58.27 to $58.81 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.

(2) These securities are Restricted Stock Units.

(3) The price recorded in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $58.50 to $58.68 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.

(4) Shares purchased through Employee Stock Purchase Plan

(5) The price recorded in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $58.49 to $58.50 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.

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

(7) 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.

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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