ABIOMED INC Form 4 October 17, 2006

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

OMB APPROVAL OMB

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

See Instruction

(Middle)

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ABIOMED INC [ABMD]

(Check all applicable)

(Last)

(First)

3. Date of Earliest Transaction

(Month/Day/Year)

09/30/2006

Director 10% Owner X_ Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

C/O ABIOMED, INC., 22 CHERRY

(Street)

HILL DRIVE

below) VP Healthcare Solutions

4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

DANVERS, MA 01923

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of

Security (Month/Day/Year) Execution Date, if (Instr. 3) Code

Transaction(A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

7. Nature of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Indirect (I) Following (Instr. 4) (Instr. 4)

D

(Month/Day/Year)

Reported Transaction(s)

400

(A) (Instr. 3 and 4) Code V Amount (D) Price

Common

V 200 (4) A Stock, \$.01 09/30/2006

par value

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)

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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. onNumber of Derivative Securities Acquired (A) or Disposed	6. Date Exercisable and Expiration Date Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 C S (I
					of (D) (Instr. 3, 4, and 5)					
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy) (1)	\$ 14.98					01/04/2006(3)	01/04/2015	Common Stock	30,000	
Stock Option (right to buy) (2)	\$ 9.36					06/08/2006(3)	06/08/2015	Common Stock	20,000	
Stock Option (right to buy) (2)	\$ 8.77					11/16/2006(3)	11/16/2015	Common Stock	15,000	
Stock Option (right to buy) (2)	\$ 13.57					06/01/2007(3)	06/01/2016	Common Stock	40,000	

Reporting Owners

Reporting Owner Name / Address	Keiationsnips						
Fg	Director	10% Owner	Officer	Other			
Greenfield Andrew J C/O ABIOMED, INC. 22 CHERRY HILL DRIVE DANVERS, MA 01923			VP Healthcare Solutions				
Signatures							
/s/ Carrie-Ann Powierza (by poattorney)	ower of		10/17/2006				
**Signature of Reporting Person	on		Date				

Reporting Owners 2

Relationships

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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. 1998 Equity Incentive Plan.
- (2) Grant to reporting person of option to buy shares of Common Stock under ABIOMED, Inc. 2000 Stock Incenctive Plan.
- (3) These options become exercisable in annual 25% increments commencing on the date shown in Table II, Column 6.
- (4) Shares of common stock were acquired by the reporting person through participation in the ABIOMED, Inc. Employee Stock Purchase Plan, qualified under Section 423 of the Internal Revenue Code.

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.