

ABIOMED INC  
Form 4  
November 22, 2010

**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 \*  
TERMEER HENRI A

(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)  
11/19/2010

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)

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) Code V Amount (D) Price                                |                                                                                               |                                                          |                                                       |
| Common Stock, \$0.01 par value  |                                      |                                                    |                                |                                                                   | 60,100                                                                                        | D                                                        |                                                       |
| Common Stock, \$.01 par value   | 11/19/2010                           |                                                    | S                              | 10,000                                                            | \$ 11.8467                                                                                    | D                                                        | 1,982,807 I                                           |
|                                 |                                      |                                                    |                                |                                                                   | (6)                                                                                           |                                                          | By Genzyme Corporation (3)                            |
| Common Stock, \$.01 par value   | 11/22/2010                           |                                                    | S                              | 700                                                               | \$ 11.7386                                                                                    | D                                                        | 1,982,107 I                                           |
|                                 |                                      |                                                    |                                |                                                                   | (7)                                                                                           |                                                          | by Genzyme Corporation (3)                            |

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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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option (right to buy) <sup>(1)</sup> | \$ 19.69                                               |                                      |                                                    |                                |                                                                                         | 08/09/2001 <sup>(2)</sup> 08/09/2010                     | Common Stock                                                  | 5,000                         |
| Stock Option (right to buy) <sup>(1)</sup> | \$ 18.4                                                |                                      |                                                    |                                |                                                                                         | 08/08/2002 <sup>(2)</sup> 08/08/2012                     | Common Stock                                                  | 5,000                         |
| Stock Option (right to buy) <sup>(1)</sup> | \$ 4.71                                                |                                      |                                                    |                                |                                                                                         | 08/06/2003 <sup>(2)</sup> 08/06/2013                     | Common Stock                                                  | 5,000                         |
| Stock Option (right to buy) <sup>(1)</sup> | \$ 5.15                                                |                                      |                                                    |                                |                                                                                         | 08/13/2004 <sup>(2)</sup> 08/13/2014                     | Common Stock                                                  | 5,000                         |
| Stock Option (right to buy) <sup>(4)</sup> | \$ 10.41                                               |                                      |                                                    |                                |                                                                                         | 08/11/2005 <sup>(2)</sup> 08/11/2014                     | Common Stock                                                  | 8,000                         |
| Stock Option (right to buy) <sup>(4)</sup> | \$ 10.06                                               |                                      |                                                    |                                |                                                                                         | 08/09/2006 <sup>(2)</sup> 08/10/2015                     | Common Stock                                                  | 8,000                         |
|                                            | \$ 13.21                                               |                                      |                                                    |                                |                                                                                         | 08/08/2007 <sup>(2)</sup> 08/09/2016                     |                                                               | 8,000                         |



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- (5) Grant to reporting person of option to buy shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 2008 Stock Incentive Plan.

This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$11.72

- (6) and \$11.97. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.

This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$11.70

- (7) and \$11.76. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.

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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