ABIOMED INC
Form 4
May 07, 2015

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 *
Howley Michael G

(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)
05/05/2015

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)
VP, Global Sales & Marketing

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, $.01 par value	05/05/2015		A		15,000 (5)	A	$ 0	90,583	D	
Common Stock, $.01 par value	05/07/2015		S(6)		3,570 (6)	D	$ 70.2888 (7)	87,013	D	
Common Stock, $.01 par value	05/07/2015		S(6)		950 (6)	D	$ 71.62 (8)	86,063	D	

Common Stock, $.01 par value	05/07/2015		S(6)	380 (6)	D	$ 72.7584 (9)	85,683	D	
Common Stock, $.01 par value	05/07/2015		S(6)	100 (6)	D	$ 73.22	85,583	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 Amount o Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (Right to Buy) (1)	$ 5.23							03/05/2009(2)	03/05/2019	Common Stock	0
Stock Option (right to buy) (1)	$ 5.86	10/31/2014		M			15,000	03/31/2010(3)	05/28/2019	Common Stock	15,000
Stock Option (right to buy) (1)	$ 10.03							06/03/2011(2)	06/03/2020	Common Stock	0
Stock Option (Right to buy) (1)	$ 22.44							05/22/2013(2)	05/22/2022	Common Stock	0
Stock Option (Right to	$ 23.15							05/14/2014(2)	05/14/2023	Common Stock	0

Buy) (1)						
Stock Option (Right to Buy) (1)	$ 21.55		05/14/2015(4)	05/14/2024	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Howley Michael G C/O ABIOMED, INC. 22 CHERRY HILL DRIVE DANVERS, MA 01923			VP, Global Sales & Marketing	

Signatures

/s/ Stephen C. McEvoy (by power of attorney)	05/07/2015
**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)	Grant to reporting person of option to buy the number of shares of common stock set forth on Table II, Column 7, under the Abiomed, Inc. 2008 Stock Incentive Plan.
(2)	These options become exerciseable in annual 25% increments, commencing on the date shown forth in Table II, Column 6.
(3)	These options became exerciseable upon the achievement of a certain performance milestone.
(4)	These options become exercisable in annual 33-1/3% increments, commencing on the date shown in Table II, Column 6.
(5)	Represents shares of common stock underlying performance-based awards of restricted stock units granted to this reporting person on May 14, 2014. One third of these restricted stock units vested on May 5, 2015 (into an equal number of shares of common stock) upon the issuer's achievement of a certain performance milestone with the remaining vesting on the first and second anniversary of the date of the grant.
(6)	Sale of common stock pursuant to reporting owner's 10b5-1 plan, including for payment of withholding tax liability associated with the vesting of performance-based awards of restricted stock units.
(7)	This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between $70.0100 and $70.9600. 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.
(8)	This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between $71.0100 and $72.0000. 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.
(9)	This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between $72.1600 and $73.1500. 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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