

ICU MEDICAL INC/DE

Form 4

August 12, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
McCall Thomas D

(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)

08/12/2016

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 ____ Other (specify
below) below)

Vice President and Gen'l Mgr.

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	08/12/2016		X		300	A	\$ 43.12	358	D
Common Stock	08/12/2016		X		5,000	A	\$ 46.53	5,358	D
Common Stock	08/12/2016		X		4,791	A	\$ 60.4	10,149	D
Common Stock	08/12/2016		X		3,937	A	\$ 61.76	14,086	D
Common Stock	08/12/2016		X		4,531	A	\$ 58.79	18,617	D

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Common Stock	08/12/2016	S	900	D	\$ 124.7	17,717	D
Common Stock	08/12/2016	S	17,659	D	\$ 124.2144 (1)	58	D

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

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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 (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 (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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 43.12	08/12/2016		X	300	02/02/2015 ⁽²⁾ 02/02/2021	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 46.53	08/12/2016		X	5,000	⁽²⁾ 02/01/2022	Common Stock 5
Non-Qualified Stock Option (right to buy)	\$ 58.79	08/12/2016		X	4,531	⁽²⁾ 02/24/2024	Common Stock 4
Non-Qualified Stock Option (right to buy)	\$ 60.4	08/12/2016		X	4,791	⁽²⁾ 10/11/2022	Common Stock 4
Non-Qualified Stock Option (right to buy)	\$ 61.76	08/12/2016		X	3,937	⁽²⁾ 02/06/2023	Common Stock 3

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

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Director 10% Owner Officer

Other

McCall Thomas D
951 CALLE AMANECER
SAN CLEMENTE, CA 92673

Vice President and Gen'l Mgr.

Signatures

By: Paula Darbyshire For: Thomas D.
McCall

08/12/2016

__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 \$123.67 to \$124.64, 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) 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.
- (3) Transaction is the exercise of a derivative security; see Column 2.

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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