

ABIOMED INC
Form 4
August 11, 2016

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 *
PUHY DOROTHY E

(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)
08/09/2016

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, \$0.01 par value	08/09/2016		A ⁽⁷⁾		1,621 ⁽⁷⁾ \$ 0	D	
Common Stock, \$0.01 par value	08/10/2016		S ⁽⁴⁾		3,000 ⁽⁴⁾ \$ 122.0313 ⁽⁵⁾	D	
Common Stock, \$0.01 par value	08/10/2016		S ⁽⁴⁾		600 ⁽⁴⁾ \$ 122.9867 ⁽⁶⁾	D	

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Common
 Stock, 08/10/2016 S⁽⁴⁾ 300 ⁽⁴⁾ D \$ 123.7 29,911 D
 \$0.01 par value

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) ⁽¹⁾	\$ 12.69					08/13/2008 ⁽³⁾ 08/08/2017	Common Stock	0
Stock Option (right to buy) ⁽²⁾	\$ 18.63					08/12/2009 ⁽³⁾ 08/13/2018	Common Stock	0
Stock Option (right to buy) ⁽²⁾	\$ 7.67					08/11/2010 ⁽³⁾ 08/12/2019	Common Stock	0
Stock Option (right to buy) ⁽²⁾	\$ 9.99					08/10/2011 ⁽³⁾ 08/11/2020	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PUHY DOROTHY E C/O ABIOMED, INC. 22 CHERRY HILL DRIVE DANVERS, MA 01923		X		

Signatures

/s/ Stephen C. McEvoy (by power of attorney) 08/11/2016

__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) Grant to reporting person of option to buy the number of shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 2000 Stock Incentive Plan.

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

(3) This option becomes exercisable in full on the date set forth in Table II, Column 6.

(4) Sale of common stock pursuant to reporting owner's 10b5-1 plan.

(5) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$121.6600 and \$122.6100. 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.

(6) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$122.8900 and \$122.9867. 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.

(7) Represents shares underlying the grant of restricted stock units that are to be settled in common stock upon vesting. The restricted stock units will vest in full on the later of: (a) August 9, 2017; or (b) the date of the Issuer's next annual meeting of stockholders.

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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