

ICU MEDICAL INC/DE

Form 4

December 05, 2008

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 *
LOPEZ GEORGE A

(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)
12/05/2008

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)

Chairman / Chairman

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/05/2008	12/05/2008	S		544	D	\$ 32.07 773,902
Common Stock	12/05/2008	12/05/2008	S		261	D	\$ 32.08 773,641
Common Stock	12/05/2008	12/05/2008	S		6	D	\$ 32.09 773,635
Common Stock	12/05/2008	12/05/2008	S		1,646	D	\$ 32.1 771,989
Common Stock	12/05/2008	12/05/2008	S		1,400	D	\$ 32.11 770,589

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Common Stock	12/05/2008	12/05/2008	S	600	D	\$ 32.12	769,989	D
Common Stock	12/05/2008	12/05/2008	S	224	D	\$ 32.13	769,765	D
Common Stock	12/05/2008	12/05/2008	S	300	D	\$ 32.14	769,465	D
Common Stock	12/05/2008	12/05/2008	S	700	D	\$ 32.15	768,765	D
Common Stock	12/05/2008	12/05/2008	S	100	D	\$ 32.16	768,665	D
Common Stock	12/05/2008	12/05/2008	S	1,120	D	\$ 32.17	767,545	D
Common Stock	12/05/2008	12/05/2008	S	190	D	\$ 32.18	767,355	D
Common Stock	12/05/2008	12/05/2008	S	1,532	D	\$ 32.19	765,823	D
Common Stock	12/05/2008	12/05/2008	S	400	D	\$ 32.2	765,423	D
Common Stock	12/05/2008	12/05/2008	S	500	D	\$ 32.21	764,923	D
Common Stock	12/05/2008	12/05/2008	S	400	D	\$ 32.22	764,523	D
Common Stock	12/05/2008	12/05/2008	S	100	D	\$ 32.23	764,423	D
Common Stock	12/05/2008	12/05/2008	S	600	D	\$ 32.24	763,823	D
Common Stock	12/05/2008	12/05/2008	S	410	D	\$ 32.25	763,413	D
Common Stock	12/05/2008	12/05/2008	S	200	D	\$ 32.28	763,213	D
Common Stock	12/05/2008	12/05/2008	S	100	D	\$ 32.295	763,113	D
Common Stock	12/05/2008	12/05/2008	S	200	D	\$ 32.315	762,913	D
Common Stock	12/05/2008	12/05/2008	S	100	D	\$ 32.32	762,813	D
Common Stock	12/05/2008	12/05/2008	S	100	D	\$ 32.34	762,713	D
Common Stock	12/05/2008	12/05/2008	S	300	D	\$ 32.35	762,413	D
	12/05/2008	12/05/2008	S	300	D	\$ 32.36	762,113	D

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Common
Stock

Common Stock	12/05/2008	12/05/2008	S	200	D	\$ 32.37	761,913	D
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Common Stock	12/05/2008	12/05/2008	S	400	D	\$ 32.38	761,513	D
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Common Stock	12/05/2008	12/05/2008	S	200	D	\$ 32.45	761,313	D
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Common Stock							1,186,843	I	by Partnership (1)
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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 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)	\$ 8.1667	12/05/2008		X		39,366		01/01/2002	01/02/2009	Common Stock	39,366

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOPEZ GEORGE A 951 CALLE AMANECER SAN CLEMENTE, CA 92673	X		Chairman	Chairman

Signatures

By: Lynn DeMartini For: George A. Lopez,
M.D.

12/05/2008

__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).

Common Stock owned by George A. Lopez M.D. Second Family Limited Partnership. Dr. Lopez holds a one-percent general partnership interest in the Partnership. As general partner, he has the power to vote and power to dispose of the 1,186,843 shares owned by the Partnership and may be deemed to be beneficial owner of such shares. The Partnership acquired the shares on 2/24/99 from Trusts for the

(1) benefit of the Lopez children, the Christopher George Lopez Children's Trust and the Nicholas George Lopez Children's Trust, which own a 99% limited partnership in the Partnership. Dr. Lopez is not trustee of and has no interest in the children's Trusts. Except to the extent of his undivided one percent general partnership interest in the assets of the Partnership, Dr. Lopez disclaims any beneficial ownership of the shares owned by the Partnership.

(2) 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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