Greenfield Andrew J Form 4 February 22, 2010

FORM 4

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

OMB

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires:

2005

0.5

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

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

Estimated average burden hours per response...

may continue. See Instruction 1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Greenfield Andrew J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

ABIOMED INC [ABMD] 3. Date of Earliest Transaction

(Check all applicable)

C/O ABIOMED, INC., 22 CHERRY

(Street)

(State)

(First)

(Month/Day/Year) 02/18/2010

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

(Zip)

(Middle)

VP Healthcare Solutions

HILL DRIVE

(City)

(Last)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

below)

DANVERS, MA 01923

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

Amount

6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership Owned Following (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

(D) Price

Common

(Instr. 3)

Stock, \$.01 02/18/2010 $D^{(6)}$

10,346 D \$ 10 45.857

D

par value

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Greenfield Andrew J - Form 4

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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. De Se (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy) (1)	\$ 14.98					01/04/2006(3)	01/04/2015	Common Stock	30,000	
Stock Option (right to buy) (2)	\$ 9.36					06/08/2006(3)	06/08/2015	Common Stock	20,000	
Stock Option (right to buy) (2)	\$ 8.77					11/16/2006(3)	11/16/2015	Common Stock	15,000	
Stock Option (right to buy) (2)	\$ 13.57					06/01/2007(3)	06/01/2016	Common Stock	40,000	
Stock Option (right to buy) (2)	\$ 11.27					05/30/2008(3)	05/30/2017	Common Stock	10,000	
Stock Option (right to buy) (2)	\$ 13.8					05/23/2009(3)	05/23/2018	Common Stock	9,000	
Stock Option (right to buy) (4)	\$ 5.86					05/28/2010(3)	05/28/2019	Common Stock	50,000	
Stock Option (right to buy) (4)	\$ 5.86					03/31/2010(5)	05/28/2019	Common Stock	30,000	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Greenfield Andrew J C/O ABIOMED, INC. 22 CHERRY HILL DRIVE DANVERS. MA 01923

VP Healthcare Solutions

Signatures

/s/ Ian W. McLeod (by power of attorney)

02/22/2010

**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 shares of Common Stock under ABIOMED, Inc. 1998 Equity Incentive Plan.
- (2) Grant to reporting person of option to buy shares of Common Stock under ABIOMED, Inc. 2000 Stock Incentive Plan.
- (3) These options become exercisable in annual 25% increments commencing on the date shown in Table II, Column 6.
- (4) Grant to reporting person of option to buy shares of Common Stock under ABIOMED, Inc. 2008 Stock Incentive Plan.
- (5) These options become exerciseable upon the achievement of a certain performance milestone based on the results of Abiomed's fiscal year ended March 31, 2010.
- (6) Sale of common stock pursuant to reporting owner's 10b-5 plan dated 11/28/2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3