## Edgar Filing: Bowen Robert - Form 4

Bowen Robe	rt											
Form 4	1											
May 31, 201										OMB AI	PPROVAL	
					RITIES AND EXCHANGE COMMISSION shington, D.C. 20549						3235-0287	
Check thi if no long subject to Section 1 Form 4 or Form 5 obligation may conti	6. Filed pu Section 17	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 Sect							e Act of 1934, f 1935 or Sectio	January 31, 2005 Estimated average burden hours per response 0.5		
See Instru 1(b).	iction	50(II)		vestment	ιC	ompany	Act	0117-	•0			
(Print or Type R	Responses)											
Desire in Delte int			2. Issuer Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
	ABIOM	ABIOMED INC [ABMD]					(Check all applicable)					
C/O ABIOMED, INC, 22 CHERRY 05/2 HILL DR			3. Date of Earliest Transaction (Month/Day/Year) 05/26/2011					Director10% Owner XOfficer (give titleOther (specify below) below) Chief Financial Officer				
			4 If Ame	. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
				(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
DANVERS,	MA 01923								Person		porting	
(City)	(State)	(Zip)	Table	e I - Non-l	Der	rivative S	ecurit	ies Acc	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	e of 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if		3.4. Securities AcquiredTransaction(A) or Disposed ofCode(D)				quired of	SecuritiesHBeneficially(OwnedHFollowing(ReportedTransaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
~				Code V	7	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock, \$.01 par value	05/26/2011			А		10,000 (4)	А	\$0	70,253 <u>(5)</u>	D		

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

Persons who respond to the collection of information contained in this form are not 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)

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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)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) (1)	\$ 15.92					12/22/2009 <u>(2)</u>	12/22/2018	Common Stock	100,000
Stock Option (right to buy) <u>(1)</u>	\$ 5.86					05/28/2010 <u>(2)</u>	05/28/2019	Common Stock	60,000
Stock Option (right to buy) <u>(1)</u>	\$ 5.86					03/31/2010 <u>(3)</u>	05/28/2019	Common Stock	30,000
Stock Option (right to buy) (1)	\$ 10.03					06/03/2011 <u>(2)</u>	06/03/2020	Common Stock	30,000

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
Bowen Robert C/O ABIOMED, INC 22 CHERRY HILL DR DANVERS, MA 01923			Chief Financial Officer					
Signatures								
/s/ Ian W. McLeod (by power o attorney)	05/31/2011							
**Signature of Reporting Person		D	ate					

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## **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 set forth in Table II, Column 6.
- (3) These options became exerciseable in full on March 31, 2010.

Represents the grant of a performance share award for restricted stock units pursuant to which one third of the shares will be issued to the reporting person on each of May 26, 2012, May 26, 2013 and May 26, 2014, so long as he continues to be employed by the issuer on the vesting dates. In addition, an additional performance share award of up to 14,000 restricted stock units was granted to the reporting

(4) vesting dates. In addition, an additional performance share award of up to 14,000 restricted stock units was granted to the reporting person on May 26, 2011 with double trigger vesting pursuant to which 2012 revenue performance will determine whether 0%, 50% or 100% of the underlying restricted stock units are eligible for vesting, at which point half of the units eligible for vesting will vest on May 26, 2013 and the other half of the units eligible for vesting will vest on May 26, 2014.

Includes 10,000 shares represented by a performance share award for restricted stock units pursuant to which one third of the shares will(5) be issued to the reporting person on each of May 26, 2012, May 26, 2013 and May 26, 2014, so long as he continues to be employed by the issuer on the vesting dates.

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.