

Howley Michael G  
Form 4  
May 24, 2012

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Howley Michael G

(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)  
05/22/2012

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)

VP, Global Sales & Marketing

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, \$.01<br>par value   | 05/22/2012                              |                                                             | A                                    | 5,000<br>(4)                                                               | A \$ 0 64,784                                                                                                      | 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)

## Edgar Filing: Howley Michael G - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                            | (A)                                                            | (D) | Date Exercisable                                                    | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option<br>(Right to<br>Buy) <sup>(1)</sup> | \$ 5.23                                                            |                                         |                                                             |                                      |                                                                                                              |                                                                |     | 03/05/2009 <sup>(2)</sup>                                           | 03/05/2019         | Common<br>Stock | 7,984                               |
| Stock<br>Option<br>(right to<br>buy) <sup>(1)</sup> | \$ 5.86                                                            |                                         |                                                             |                                      |                                                                                                              |                                                                |     | 05/28/2010 <sup>(2)</sup>                                           | 05/28/2019         | Common<br>Stock | 25,000                              |
| Stock<br>Option<br>(right to<br>buy) <sup>(1)</sup> | \$ 5.86                                                            |                                         |                                                             |                                      |                                                                                                              |                                                                |     | 03/31/2010 <sup>(3)</sup>                                           | 05/28/2019         | Common<br>Stock | 15,000                              |
| Stock<br>Option<br>(right to<br>buy) <sup>(1)</sup> | \$ 10.03                                                           |                                         |                                                             |                                      |                                                                                                              |                                                                |     | 06/03/2011 <sup>(2)</sup>                                           | 06/03/2020         | Common<br>Stock | 30,000                              |
| Stock<br>Option<br>(Right to<br>buy) <sup>(1)</sup> | \$ 22.44                                                           | 05/22/2012                              |                                                             | A                                    |                                                                                                              | 25,000                                                         |     | 05/22/2013 <sup>(2)</sup>                                           | 05/22/2022         | Common<br>Stock | 25,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                                     | Relationships |           |                              |       |
|------------------------------------------------------------------------------------|---------------|-----------|------------------------------|-------|
|                                                                                    | Director      | 10% Owner | Officer                      | Other |
| Howley Michael G<br>C/O ABIOMED, INC.<br>22 CHERRY HILL DRIVE<br>DANVERS, MA 01923 |               |           | VP, Global Sales & Marketing |       |

## Signatures

/s/ Ian W. McLeod (by power of attorney) 05/24/2012

\_\_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 on Table II, Column 7, under the Abiomed, Inc. 2008 Stock Incentive Plan.

(2) These options become exercisable in annual 25% increments, commencing on the date shown forth in Table II, Column 6.

(3) These options become exercisable upon the achievement of a certain performance milestone.

Represents the grant of a share award for restricted stock units to which one third of the shares will be issued to the reporting person on each of May 22, 2013, May 22, 2014, and May 22, 2015, so long as he continues to be employed by the issuer on the vesting dates. In addition, additional performance share awards of up to 12,750 restricted stock units was granted to this reporting person on May 22, 2012 with double trigger vesting pursuant to fiscal 2013 financial performance will determine whether 0%, 33%, 67% 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 22, 2014 and the other half of the units eligible for vesting will vest on May 22, 2015.

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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