

ABIOMED INC  
Form 4  
May 16, 2014

**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 \*  
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)  
05/14/2014

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)

VP, Global Sales & Marketing

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, \$.01 par value	05/14/2014		A		7,000 (6) (7)	A	\$ 0 75,753 D
Common Stock, \$.01 par value	05/15/2014		S		1,267 (4)	D	\$ 20.944 74,486 D (5)

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

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SEC 1474 (9-02)

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**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) <sup>(1)</sup>	\$ 5.23					03/05/2009 <sup>(2)</sup>	03/05/2019	Common Stock	0
Stock Option (right to buy) <sup>(1)</sup>	\$ 5.86					03/31/2010 <sup>(3)</sup>	05/28/2019	Common Stock	0
Stock Option (right to buy) <sup>(1)</sup>	\$ 10.03					06/03/2011 <sup>(2)</sup>	06/03/2020	Common Stock	0
Stock Option (Right to buy) <sup>(1)</sup>	\$ 22.44					05/22/2013 <sup>(2)</sup>	05/22/2022	Common Stock	0
Stock Option (Right to Buy) <sup>(1)</sup>	\$ 23.15					05/14/2014 <sup>(2)</sup>	05/14/2023	Common Stock	0
Stock Option (Right to Buy) <sup>(1)</sup>	\$ 21.55	05/14/2014		A	25,000	05/14/2015 <sup>(8)</sup>	05/14/2024	Common Stock	25,000

## Reporting Owners

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

## Signatures

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

05/16/2014

\_\_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 became exercisable upon the achievement of a certain performance milestone.
- (4) Sale of common stock pursuant to reporting owner's 10b5-1 plan sold to pay tax obligations upon vesting.

(5) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$20.6200 and \$21.4000. 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) Consists of restricted stock units granted to the reporting person. One third of the restricted stock units will vest and the underlying shares will be issued to the reporting person on each of May 14, 2015, May 14, 2016 and May 14, 2017, so long as the reporting person continues to be employed by the issuer on the vesting dates.

(7) In addition, performance share awards of up to 15,000 restricted units were granted to this reporting person on May 14, 2014. The number of restricted stock units that will become eligible for vesting pursuant to this award will be determined based on the issuer's fiscal 2015 financial performance. One third of the restricted stock units that become eligible for vesting will vest on the date the issuer first publicly announces its financial results for fiscal 2015. The remaining restricted stock units that become eligible for vesting will vest and the underlying shares will be delivered to the reporting person in equal tranches on each of May 14, 2016 and May 14, 2017, in all cases, so long as the reporting person continues to be employed by the issuer on the vesting dates.

(8) These options become exercisable in annual 33-1/3% increments, commencing on the date shown in Table II, Column 6.

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.