

ABIOMED INC  
Form 4  
May 17, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
05/15/2017

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   | 05/15/2017                           |  | M <sup>(5)</sup>               |   | 14,400 <sup>(5)</sup>   | A  | \$ 22.44  |
| Common Stock, \$.01 par value   | 05/15/2017                           |  | S <sup>(5)</sup>               |   | 6,300 <sup>(5)</sup>  | D  | \$ 133.1531 <sup>(6)</sup>                            |
| Common Stock, \$.01 par value   | 05/15/2017                           |  | S <sup>(5)</sup>               |   | 8,100 <sup>(5)</sup>  | D  | \$ 133.8485 <sup>(7)</sup>                            |

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|                                |            |                   |                       |   |           |        |   |
|--------------------------------|------------|-------------------|-----------------------|---|-----------|--------|---|
| Common Stock, \$0.01 par value | 05/15/2017 | F <sup>(8)</sup>  | 5,496 <sup>(8)</sup>  | D | \$ 131.42 | 42,209 | D |
| Common Stock, \$0.01 par value | 05/15/2017 | A <sup>(9)</sup>  | 8,198 <sup>(9)</sup>  | A | \$ 0      | 50,407 | D |
| Common Stock, \$0.01 par value | 05/15/2017 | A <sup>(10)</sup> | 1,800 <sup>(10)</sup> | A | \$ 0      | 52,207 | D |
| Common Stock, \$0.01 par value | 05/16/2017 | S <sup>(5)</sup>  | 3,879 <sup>(5)</sup>  | D | \$ 133.64 | 48,328 | 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.**

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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 of Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares of Underlying Security |    |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title  |    |
| Stock Option (Right to buy) <sup>(1)</sup> | \$ 22.44   | 05/15/2017                           |  | M <sup>(5)</sup>               | 14,400 <sup>(5)</sup>   | 05/22/2013 <sup>(2)</sup>                                | 05/22/2022  | Common Stock   | 14 |
| Stock Option (Right to Buy) <sup>(1)</sup> | \$ 23.15   |                                      |  |                                |   | 05/14/2014 <sup>(2)</sup>                                | 05/14/2023  | Common Stock   |    |
| Stock Option (Right to Buy) <sup>(1)</sup> | \$ 21.55   |                                      |  |                                |   | 05/14/2015 <sup>(3)</sup>                                | 05/14/2024  | Common Stock   |    |

|   |           |            |   |       |                           |            |                 |
|---|-----------|------------|---|-------|---------------------------|------------|-----------------|
| Stock<br>Option<br>(Right to<br>Buy) <u>(1)</u> | \$ 66.25  |            |   |       | 05/13/2016 <sup>(3)</sup> | 05/13/2025 | Common<br>Stock |
| Stock<br>Option<br>(Right to<br>Buy) <u>(4)</u> | \$ 99.62  |            |   |       | 05/24/2017 <sup>(3)</sup> | 05/24/2026 | Common<br>Stock |
| Stock<br>Option<br>(Right to<br>Buy) <u>(4)</u> | \$ 134.51 | 05/15/2017 | A | 6,500 | 05/15/2018 <sup>(3)</sup> | 05/15/2027 | Common<br>Stock |

## 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/ Stephen C. McEvoy (by power of attorney) 05/17/2017

\_\_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 in annual 33-1/3% increments, commencing on the date shown in Table II, Column 6.
- (4) Grant to reporting person of option to buy the number of shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 2015 Omnibus Incentive Plan.
- (5) Sale of common stock pursuant to reporting owner's 10b5-1 plan.
- (6) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$132.5400 and \$133.5200. 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.
- (7) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$133.5400 and \$134.2700. 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.
- (8) Transaction represents shares of common stock withheld solely for the payment of withholding tax liability associated with vesting of awards of restricted stock units.
- (9)

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Represents shares of common stock underlying performance-based awards of restricted stock units granted to this reporting person on May 24, 2016. One third of these restricted stock units will vest on May 24, 2017 (into an equal number of shares of common stock) based on the issuer's achievement of a certain performance milestone and upon the first anniversary of the date of the grant with the remaining vesting on the second and third anniversaries of the date of grant as long as the reporting person continues to be employed by the issuer on the vesting dates.

(10) 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 15, 2018, May 15, 2019 and May 15, 2020, so long as the reporting person 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.