

ICU MEDICAL INC/DE
Form 4
March 31, 2016

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 *
RIGGS STEVEN

(Last) (First) (Middle)

951 CALLE AMANECER

(Street)

SAN CLEMENTE, CA 92673

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ICU MEDICAL INC/DE [ICUI]

3. Date of Earliest Transaction
(Month/Day/Year)
03/31/2016

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 Operations

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) | (A) or (D) | 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 | Price | | |
| Common Stock | 03/31/2016 | | X | | 683 | \$ 46.53 | 2,061 | D |
| Common Stock | 03/31/2016 | | S ⁽¹⁾ | | 683 | \$ 105 | 1,378 | D |
| Common Stock | 03/31/2016 | | X | | 1,599 | \$ 58.79 | 2,977 | D |
| Common Stock | 03/31/2016 | | S ⁽¹⁾ | | 1,599 | \$ 105 | 1,378 | D |
| Common Stock | 03/31/2016 | | X | | 17,718 | \$ 61.76 | 19,096 | D |

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Common Stock 03/31/2016 S⁽¹⁾ 17,718 D \$ 105 1,378 D

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

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 46.53 | 03/31/2016 | | X | 683 | ⁽²⁾ 02/01/2022 | Common Stock | 683 |
| Non-Qualified Stock Option (right to buy) | \$ 58.79 | 03/31/2016 | | X | 1,599 | ⁽⁴⁾ 02/24/2024 | Common Stock | 1,599 |
| Non-Qualified Stock Option (right to buy) | \$ 61.76 | 03/31/2016 | | X | 17,718 | ⁽²⁾ 02/06/2023 | Common Stock | 17,718 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RIGGS STEVEN 951 CALLE AMANECER SAN CLEMENTE, CA 92673 | | | VP Operations | |

Signatures

By: Paula Darbyshire For: Steven C. Riggs

03/31/2016

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 17, 2016.

(2) Options vest and are exercisable as to 25% of the underlying grant one year after the date of grant and in equal monthly installments thereafter for three additional years.

(3) Transaction is the exercise of a derivative security; see Column 2.

Twenty-five percent of the shares shall vest on each of the first, second, third, and fourth anniversaries of the grant date. Fifty percent of the vested shares shall become exercisable if, during the term of the option, the closing price of the Company's common stock is equal to or more than one-hundred and twenty-five percent of the exercise price per share for thirty consecutive trading days. The remaining fifty percent of the vested shares shall become exercisable if, after the date of award and on or before the expiration date, the closing price of the Company's common stock is equal to or more than one-hundred and fifty percent of the exercise price for 30 consecutive trading days.

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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