

ABIOMED INC

Form 4

November 18, 2004

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RABE EUGENE D

(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)

11/17/2004

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, U.S. Sales

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 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)
Common Stock, \$.01 par value	11/17/2004		M	10,000 (11)	A \$ 5.75 10,000	D	
Common Stock, \$.01 par value	11/17/2004		M	35,000 (11)	A \$ 6.813 45,000	D	
Common Stock, \$.01 par value	11/17/2004		M	5,000 (11)	A \$ 6.688 50,000	D	

Common
Stock,
\$.01 par
value

11/17/2004

S

50,000
(11)

D

\$ 16.545 0

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)

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) <u>(2)</u>	\$ 5.75	11/17/2004		M	10,000 <u>(11)</u>	05/27/2002 <u>(1)</u>	05/27/2007	Common Stock	10,000
Stock Option (right to buy) <u>(2)</u>	\$ 6.813	11/17/2004		M	35,000 <u>(11)</u>	07/01/2000 <u>(5)</u>	07/01/2008	Common Stock	35,000
Stock Option (right to buy) <u>(3)</u>	\$ 6.688	11/17/2004		M <u>(11)</u>	5,000	07/01/2001 <u>(6)</u>	07/01/2009	Common Stock	30,000
Stock Option (right to buy) <u>(3)</u>	\$ 15.563					06/28/2002 <u>(7)</u>	06/28/2010	Common Stock	40,000
Stock Option (right to buy) <u>(4)</u>	\$ 24.12					06/22/2003 <u>(8)</u>	06/22/2011	Common Stock	20,000
Stock Option (right to buy)	\$ 6.75					06/25/2004 <u>(9)</u>	06/25/2012	Common Stock	50,000

buy) ⁽⁴⁾

Stock

Option
(right to
buy) ⁽³⁾

\$ 5.11

06/25/2005⁽¹⁰⁾

06/25/2013

Common
Stock

20,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RABE EUGENE D C/O ABIOMED, INC. 22 CHERRY HILL DRIVE DANVERS, MA 01923			VP, U.S. Sales	

Signatures

/s/ Charles B. Haaser
(attorney-in-fact)

11/18/2004

__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) Options were fully exercisable on the date shown.
- (2) Grant to reporting person of this option to buy the number of shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 1992 Combination Stock Option Plan.
- (3) Grant to reporting person of this option to buy the number of shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 1998 Equity Incentive Plan.
- (4) Grant to reporting person of this option to buy the number of shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 2000 Stock Incentive Plan.
- (5) The option becomes exercisable in annual 25% installments commencing on the date shown in Table II, Column 6.
- (6) Thirty percent of this option will become exercisable on each of 7/1/01 and 7/1/02 and an additional 40 percent will become exercisable on 7/1/03.
- (7) Thirty percent of this option will become exercisable on each of 6/28/02 and 6/28/03 and an additional 40 percent will become exercisable on 6/28/04.
- (8) Thirty percent of this option will become exercisable on each of 6/22/03 and 6/22/04 and an additional 40 percent will become exercisable on 6/22/05.
- (9) Thirty percent of this option will become exercisable on each of 6/25/04 and 6/25/05 and an additional 40 percent will become exercisable on 6/25/06.
- (10) Thirty percent of this option will become exercisable on each of 6/25/05 and 6/25/06 and an additional 40 percent will become exercisable on 6/25/07.
- (11) Stock was acquired and sold pursuant to a Sales Plan compliant with the requirements of SEC Rule 10b5-1.

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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