ABIOMED INC
Form 4
May 16, 2014

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Weber David M

(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
__X__ Officer (give title below) _____ Other (specify below)
Chief Operating Officer

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, $.01 par value	05/14/2014		A		5,000 (6) (7) (8)	A	$ 0	131,907	D	
Common Stock, $.01 par value	05/15/2014		S		1,425 (4)	D	$ 20.944 (5)	130,482	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 o Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (right to buy) (1)	$ 13.88							04/23/2008(2)	04/23/2017	Common Stock	130,00
Stock Option (right to buy) (1)	$ 13.8							05/23/2009(2)	05/23/2018	Common Stock	12,00
Stock Option (right to buy) (3)	$ 5.86							05/28/2010(2)	05/28/2019	Common Stock	6,500
Stock Options (right to buy) (3)	$ 5.86							03/31/2010(2)	05/28/2019	Common Stock	34,50
Stock Option (right to buy) (3)	$ 10.03							06/03/2011(2)	06/03/2020	Common Stock	50,00
Stock Option (right to buy) (3)	$ 22.44							05/22/2013(2)	05/22/2022	Common Stock	25,00
Stock Option (Right to Buy) (3)	$ 23.15							05/14/2014(2)	05/14/2023	Common Stock	23,00
Stock Option (Right to Buy) (3)	$ 21.55	05/14/2014		A		15,000		05/14/2015(9)	05/14/2024	Common Stock	15,00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Weber David M C/O ABIOMED, INC. 22 CHERRY HILL DRIVE DANVERS, MA 01923			Chief Operating Officer	

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 in Table II, Column 7, under the ABIOMED, Inc. 2000 Stock Incentive Plan.

(2) This option becomes exercisable in annual 25% increments, commencing on the date shown in Table II, Column 6.

(3) 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. 2008 Stock Incentive Plan.

(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 11,250 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) In addition, performance share awards of up to 18,000 restricted units were granted to this reporting person on May 14, 2014. One half of these restricted stock units will vest immediately upon the issuer's achievement of certain regulatory milestones within three years of the date of grant, with the remaining vesting on the first anniversary of such achievement.

(9) 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.
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