

ABIOMED INC  
Form 4  
May 15, 2015

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MINOGUE MICHAEL R**

(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)  
**05/13/2015**

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)

President, CEO, Chairman

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock \$.01<br>par value    | 05/13/2015                              |                                                             | A                                       | 12,000<br>(5)                                                              | A \$ 0 344,472                                                                                                     | D                                                                    |                                         |

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

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information contained in this form are not  
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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)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date Exercisable                                                    | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option<br>(right to<br>buy) <u>(1)</u>     | \$ 13.57                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 06/01/2007                                                          | 06/01/2016         | Common<br>Stock | 0                                   |
| Stock<br>Option<br>(right to<br>buy) <u>(1)</u>     | \$ 13.8                                                               |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 05/23/2009 <u>(2)</u>                                               | 05/23/2018         | Common<br>Stock | 0                                   |
| Stock<br>Option<br>(right to<br>buy) <u>(3)</u>     | \$ 18.63                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 06/15/2009 <u>(4)</u>                                               | 08/13/2018         | Common<br>Stock | 0                                   |
| Stock<br>Option<br>(right to<br>buy) <u>(3)</u>     | \$ 5.86                                                               |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 05/28/2010 <u>(2)</u>                                               | 05/28/2019         | Common<br>Stock | 0                                   |
| Stock<br>Option<br>(right to<br>buy) <u>(3)</u>     | \$ 5.86                                                               |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 05/28/2010 <u>(2)</u>                                               | 05/28/2019         | Common<br>Stock | 0                                   |
| Stock<br>Option<br>(right to<br>buy) <u>(3)</u>     | \$ 10.03                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 06/03/2011 <u>(2)</u>                                               | 06/03/2020         | Common<br>Stock | 0                                   |
| Stock<br>Option<br>(Right to<br>Buy) <u>(3)</u>     | \$ 22.44                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 05/22/2013 <u>(2)</u>                                               | 05/22/2022         | Common<br>Stock | 0                                   |
| Stock<br>Option<br>(Right to<br>Buy) <u>(3)</u>     | \$ 23.15                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 05/14/2014 <u>(2)</u>                                               | 05/14/2024         | Common<br>stock | 0                                   |
| Stock<br>Option<br>(right to<br>buy) <u>(3)</u>     | \$ 21.55                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 05/14/2015 <u>(6)</u>                                               | 05/14/2024         | Common<br>Stock | 0                                   |

|                                            |          |            |   |        |                           |            |              |        |
|--------------------------------------------|----------|------------|---|--------|---------------------------|------------|--------------|--------|
| Stock Option (right to buy) <sup>(3)</sup> | \$ 66.25 | 05/13/2015 | A | 35,000 | 05/13/2016 <sup>(6)</sup> | 05/13/2025 | Common Stock | 35,000 |
|--------------------------------------------|----------|------------|---|--------|---------------------------|------------|--------------|--------|

## Reporting Owners

| Reporting Owner Name / Address                                                       | Relationships |           |                          |       |
|--------------------------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
|                                                                                      | Director      | 10% Owner | Officer                  | Other |
| MINOGUE MICHAEL R<br>C/O ABIOMED, INC.,<br>22 CHERRY HILL DRIVE<br>DANVERS, MA 01923 | X             |           | President, CEO, Chairman |       |

## Signatures

/s/ Stephen C. McEvoy (by power of attorney) 05/15/2015

**\*\*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 shares of Common Stock under the ABIOMED, Inc. 2000 Stock Incentive Plan.
- (2) These options become 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) These options become exercisable based on the achievement of certain performance milestones.
- (5) 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 13, 2016, May 13, 2017 and May 13, 2018, so long as the reporting person continues to be employed by the issuer on the vesting dates.
- (6) 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.