

Cardiovascular Systems Inc
 Form 4
 November 28, 2011

FORM 4

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

OMB APPROVAL

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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 *
NELSON GLEN D

(Last) (First) (Middle)

651 CAMPUS DRIVE

(Street)

ST. PAUL, MN 55112

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Cardiovascular Systems Inc [CSII]

3. Date of Earliest Transaction (Month/Day/Year)
 11/23/2011

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/23/2011 | | P | 10,000 | 9.453 \$ <u>(1)</u> | 337,775 | D |
| Common Stock | | | | | 258,655 | I | Held by LLC <u>(2)</u> |

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

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SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4) | 8. D | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 12.37 | | | | | (3) 11/30/2015 | Common Stock | 9,705 | |
| Stock Option (right to buy) | \$ 9.28 | | | | | (3) 11/30/2014 | Common Stock | 6,470 | |
| Stock Option (right to buy) | \$ 8.83 | | | | | (3) 12/18/2016 | Common Stock | 12,940 | |
| Stock Option (right to buy) | \$ 7.9 | | | | | (3) 10/08/2017 | Common Stock | 4,322 | |
| Stock Option (right to buy) | \$ 11.38 | | | | | (3) 11/12/2017 | Common Stock | 15,087 | |
| Warrant | \$ 9.28 | | | | | 09/12/2008 09/12/2013 | Common Stock | 53,916 | |
| Warrant | \$ 8.83 | | | | | 02/25/2009 02/24/2014 | Common Stock | 56,558 | |
| Warrant (right to buy) | \$ 9.28 | | | | | 11/30/2010 09/12/2013 | Common Stock | 117,399 | |
| Warrant (right to buy) | \$ 8.83 | | | | | 11/30/2010 02/24/2014 | Common Stock | 452,729 | |
| | (4) | | | | | (4) (4) | | 5,714 | |

| | | | | | |
|------------------------------|-----|-----|-----|-----------------|--------|
| Restricted Stock Units | | | | Common Stock | |
| Restricted Stock Units | (4) | (4) | (4) | Common Stock | 11,628 |
| Restricted Stock Units | (4) | (4) | (4) | Common Stock | 21,739 |
| Restricted Stock Units | (5) | (5) | (5) | Common Stock | 7,192 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NELSON GLEN D 651 CAMPUS DRIVE ST. PAUL, MN 55112 | | X | | |

Signatures

/s/ Scott J. Dorfman as Attorney-in-Fact for Glen D. Nelson pursuant to Power of Attorney previously filed.

11/28/2011

__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).

- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$9.294 to \$9.50 inclusive. The reporting person undertakes to provide Cardiovascular Systems, Inc., any security holder of
- (1) Cardiovascular Systems, Inc. or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
 - (2) Shares are held by GDN Holdings, LLC, of which Dr. Nelson is the sole owner.
 - (3) Fully exercisable.

(4) Each restricted stock unit represents the right to receive a payment from CSI equal in value to the market price per share of CSI common stock on the date of payment, and shall be payable in cash or shares of the Company's Common Stock beginning six months following the termination of each director's board membership.

(5) Each restricted stock unit represents the right to receive a payment from CSI equal in value to the market price per share of CSI common stock on the date of payment, and shall be payable in cash or shares of the Company's common stock beginning six months following the termination of each director's board membership; provided, however, that the restricted stock units vest in quarterly amounts of 1,798 on each of 9/30/2011, 12/31/2011, 3/31/2012, and 6/30/2012.

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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