

Howley Michael G
 Form 4
 May 18, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Howley Michael G

2. Issuer Name and Ticker or Trading Symbol
 ABIOMED INC [ABMD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O ABIOMED, INC., 22 CHERRY HILL DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
 05/16/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Global Sales & Marketing

(Street)
 DANVERS, MA 01923

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock, \$.01 par value | 05/16/2018 | | A ⁽⁵⁾ | V 1,400 ⁽⁵⁾ A \$ 0 | 54,476 | D | |
| Common Stock, \$.01 par value | 05/17/2018 | | G ⁽⁶⁾ | V 2,500 ⁽⁶⁾ D \$ 0 | 51,976 | D | |
| Common Stock, \$.01 par value | 05/17/2018 | | G ⁽⁶⁾ | V 2,500 ⁽⁶⁾ A \$ 0 | 2,500 | I | By Trust |

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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Stock Option (Right to Buy) ⁽¹⁾ | \$ 21.55 | | | | | 05/14/2015 ⁽³⁾ 05/14/2024 | Common Stock | 0 |
| Stock Option (Right to Buy) ⁽¹⁾ | \$ 23.15 | | | | | 05/14/2014 ⁽²⁾ 05/14/2023 | Common Stock | 0 |
| Stock Option (Right to Buy) ⁽¹⁾ | \$ 66.25 | | | | | 05/13/2016 ⁽³⁾ 05/13/2025 | Common Stock | 0 |
| Stock Option (Right to Buy) ⁽⁴⁾ | \$ 99.62 | | | | | 05/24/2017 ⁽³⁾ 05/24/2026 | Common Stock | 0 |
| Stock Option (Right to Buy) ⁽⁴⁾ | \$ 134.51 | | | | | 05/15/2018 ⁽³⁾ 05/15/2027 | Common Stock | 0 |
| Stock Option (Right to Buy) ⁽⁴⁾ | \$ 381.97 | 05/16/2018 | | A | 4,000 | 05/16/2019 ⁽³⁾ 05/16/2028 | Common Stock | 4,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Howley Michael G C/O ABIOMED, INC. 22 CHERRY HILL DRIVE DANVERS, MA 01923 | | | VP, Global Sales & Marketing | |

Signatures

/s/ Stephen C. McEvoy (by power of attorney) 05/18/2018

__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 on Table II, Column 7, under the Abiomed, Inc. 2008 Stock Incentive Plan.

(2) These options become exercisable in annual 25% increments, commencing on the date shown forth in Table II, Column 6.

(3) These options become exercisable in annual 33-1/3% increments, commencing on the date shown in Table II, Column 6.

(4) 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. 2015 Omnibus Incentive Plan.

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 16, 2019, May 16, 2020 and May 16, 2021, so long as the reporting person continues to be employed by the issuer on the vesting dates..

(6) This transaction represents the transfer of common stock by bona fide gift from reporting person to a trust.

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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