

McCall Thomas D
Form 4
August 27, 2018

FORM 4

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

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).

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 *
McCall Thomas D

(Last) (First) (Middle)
951 CALLE AMANECER
(Street)

SAN CLEMENTE, CA 92673

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ICU MEDICAL INC/DE [ICUI]

3. Date of Earliest Transaction
(Month/Day/Year)
08/23/2018

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)
Vice President and Gen'l Mgr.

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	08/23/2018		X	827 A \$ 58.79	3,018	D	
Common Stock	08/23/2018		S	1,599 D \$ 300.34 (1)	1,419	D	
Common Stock	08/23/2018		X	563 A \$ 61.76	1,982	D	
Common Stock	08/23/2018		X	209 A \$ 60.4	2,191	D	
Common Stock	08/24/2018		X	7,392 A \$ 88.76	9,583	D	

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Common Stock	08/24/2018	X	2,142	A	\$ 58.79	11,725	D
Common Stock	08/24/2018	S	6,633	D	\$ <u>302.7</u> ⁽²⁾	5,092	D
Common Stock	08/24/2018	S	2,901	D	\$ <u>303.45</u> ⁽³⁾	2,191	D

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

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(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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 58.79	08/23/2018		X	827	<u>(4)</u> 02/24/2024	Common Stock	827
Non-Qualified Stock Option (right to buy)	\$ 58.79	08/24/2018		X	2,142	<u>(4)</u> 02/24/2024	Common Stock	2,142
Non-Qualified Stock Option (right to buy)	\$ 60.4	08/23/2018		X	209	<u>(4)</u> 10/11/2022	Common Stock	209
Non-Qualified Stock Option (right to buy)	\$ 61.76	08/23/2018		X	563	<u>(4)</u> 02/06/2023	Common Stock	563
Non-Qualified Stock Option (right to buy)	\$ 88.76	08/24/2018		X	7,392	<u>(5)</u> 02/11/2025	Common Stock	7,392

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCall Thomas D 951 CALLE AMANECER SAN CLEMENTE, CA 92673			Vice President and Gen'l Mgr.	

Signatures

By: Alejandro Parras, Attorney-In-Fact For: Thomas D.
McCall

08/27/2018

__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) The price recorded in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$300.00 to \$301.00, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

(2) The price reported in Column 4 is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$302.35 to \$303.30, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

(3) The price reported in Column 4 is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$303.38 to \$303.65, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

(4) Options vest and are exercisable as to 25% of the underlying grant one year after the date of grant and in equal monthly installments thereafter for three additional years.

(5) Options exercisable one-third annually over the first three anniversaries of the grant date.

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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