

ICU MEDICAL INC/DE

Form 4

October 28, 2013

**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 \*  
**CONNORS JOHN J**

(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)

**10/25/2013**

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 10/25/2013                           |                                                    | X                              |                                                                   | 1,875  | A          | \$ 30.295                                                                                     | 4,123                                                    | D                                                     |
| Common Stock                    | 10/25/2013                           |                                                    | X                              |                                                                   | 1,875  | A          | \$ 39.555                                                                                     | 5,998                                                    | D                                                     |
| Common Stock                    | 10/25/2013                           |                                                    | X                              |                                                                   | 1,875  | A          | \$ 30.625                                                                                     | 7,873                                                    | D                                                     |
| Common Stock                    | 10/25/2013                           |                                                    | X                              |                                                                   | 1,875  | A          | \$ 28.635                                                                                     | 9,748                                                    | D                                                     |
| Common Stock                    | 10/25/2013                           |                                                    | X                              |                                                                   | 1,875  | A          | \$ 32.61                                                                                      | 11,623                                                   | D                                                     |
|                                 | 10/25/2013                           |                                                    | X                              |                                                                   | 1,875  | A          | \$ 31.195                                                                                     | 13,498                                                   | D                                                     |

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Common  
Stock

|                 |            |   |        |   |                      |        |   |
|-----------------|------------|---|--------|---|----------------------|--------|---|
| Common<br>Stock | 10/25/2013 | X | 1,875  | A | \$ 32.435            | 15,373 | D |
| Common<br>Stock | 10/25/2013 | X | 1,875  | A | \$ 32.92             | 17,248 | D |
| Common<br>Stock | 10/25/2013 | X | 1,875  | A | \$ 34.785            | 19,123 | D |
| Common<br>Stock | 10/25/2013 | S | 16,875 | D | \$<br>65.1531<br>(1) | 2,248  | D |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. 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. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>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<br>Underlying Security<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------|
| Incentive<br>Stock Option<br>(right to buy)         | \$ 32.92                                                           | 10/25/2013                              |                                                             | X                                    | 1,875                                                                                                           | 10/16/2005 04/16/2016                                          | Common<br>Stock                                                | 1,875                                  |
| Incentive<br>Stock Option<br>(right to buy)         | \$ 34.785                                                          | 10/25/2013                              |                                                             | X                                    | 1,875                                                                                                           | 11/16/2005 05/16/2016                                          | Common<br>Stock                                                | 1,875                                  |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 28.635                                                          | 10/25/2013                              |                                                             | X                                    | 1,875                                                                                                           | 02/16/2004 08/16/2014                                          | Common<br>Stock                                                | 1,875                                  |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 30.295                                                          | 10/25/2013                              |                                                             | X                                    | 1,875                                                                                                           | 08/16/2003 02/06/2014                                          | Common<br>Stock                                                | 1,875                                  |
|                                                     | \$ 30.625                                                          | 10/25/2013                              |                                                             | X                                    | 1,875                                                                                                           | 11/16/2003 05/16/2014                                          |                                                                | 1,875                                  |

|                                                 |           |            |   |       |            |            |                 |                 |  |
|-------------------------------------------------|-----------|------------|---|-------|------------|------------|-----------------|-----------------|--|
| Non-Qualified<br>Stock Option<br>(right to buy) |           |            |   |       |            |            |                 | Common<br>Stock |  |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 31.195 | 10/25/2013 | X | 1,875 | 10/16/2004 | 04/16/2015 | Common<br>Stock | 1,8             |  |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 32.435 | 10/25/2013 | X | 1,875 | 11/16/2004 | 05/16/2015 | Common<br>Stock | 1,8             |  |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 32.61  | 10/25/2013 | X | 1,875 | 05/16/2004 | 11/16/2014 | Common<br>Stock | 1,8             |  |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 39.555 | 10/25/2013 | X | 1,875 | 05/16/2003 | 11/18/2013 | Common<br>Stock | 1,8             |  |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |         |       |
|----------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                | Director      | 10% Owner | Officer | Other |
| CONNORS JOHN J<br>951 CALLE AMANECER<br>SAN CLEMENTE, CA 92673 |               | X         |         |       |

## Signatures

By: Lynn DeMartini For: John J. Connors 10/28/2013

\_\_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 \$62.93 to \$63.85, 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) Transaction is the exercise of a derivative security; see Column 2.

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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