

MINOGUE MICHAEL R
Form 4
June 25, 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 *
MINOGUE MICHAEL R

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)
06/21/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President, CEO

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock \$0.01 par value | 06/21/2018 | | M ⁽⁵⁾ | | 105,000 ⁽⁵⁾ | A | \$ 10.03 481,150 D |
| Common Stock \$0.01 par value | 06/21/2018 | | S ⁽⁶⁾ | | 2,400 ⁽⁶⁾ | D | \$ 434.4738 478,750 D ⁽⁷⁾ |
| Common Stock \$0.01 par value | 06/21/2018 | | S ⁽⁶⁾ | | 7,984 ⁽⁶⁾ | D | \$ 435.6334 470,766 D ⁽⁸⁾ |

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| | | | | | | | |
|---------------------------------------|------------|------------------|--------------------------|---|-----------------------------------|---------|---|
| Common Stock \$.01 par value | 06/21/2018 | S ⁽⁶⁾ | 5,481 ⁽⁶⁾ | D | \$ 436.7592 ⁽⁹⁾ | 465,285 | D |
| Common Stock \$.01 par value | 06/21/2018 | S ⁽⁶⁾ | 8,009 ⁽⁶⁾ | D | \$ 437.884 ⁽¹⁰⁾ | 457,276 | D |
| Common Stock \$.01 par value | 06/21/2018 | S ⁽⁶⁾ | 30,611 ⁽⁶⁾ | D | \$ 438.6508 ⁽¹¹⁾ | 426,655 | D |
| Common Stock \$.01 par value | 06/21/2018 | S ⁽⁶⁾ | 24,497 ⁽⁶⁾ | D | \$ 439.7387 ⁽¹²⁾ | 402,168 | D |
| Common Stock \$.01 par value | 06/21/2018 | S ⁽⁶⁾ | 6,696 ⁽⁶⁾ | D | \$ 440.6038 ⁽¹³⁾ | 395,472 | D |
| Common Stock \$.01 par value | 06/21/2018 | S ⁽⁶⁾ | 3,634 ⁽⁶⁾ | D | \$ 441.7512 ⁽¹⁴⁾ | 391,838 | D |
| Common Stock \$.01 par value | 06/21/2018 | S ⁽⁶⁾ | 1,293 ⁽⁶⁾ | D | \$ 442.7477 ⁽¹⁵⁾ | 390,545 | D |
| Common Stock \$.01 par value | 06/21/2018 | S ⁽⁶⁾ | 3,300 ⁽⁶⁾ | D | \$ 443.7724 ⁽¹⁶⁾ | 387,245 | D |
| Common Stock \$.01 par value | 06/21/2018 | S ⁽⁶⁾ | 4,325 ⁽⁶⁾ | D | \$ 445.1681 ⁽¹⁷⁾ | 382,920 | D |
| Common Stock \$.01 par value | 06/21/2018 | S ⁽⁶⁾ | 1,605 ⁽⁶⁾ | D | \$ 445.9237 ⁽¹⁸⁾ | 381,315 | D |
| Common Stock \$.01 par value | 06/21/2018 | S ⁽⁶⁾ | 4,165 ⁽⁶⁾ | D | \$ 447.0059 ⁽¹⁹⁾ | 377,150 | D |
| | 06/21/2018 | S ⁽⁶⁾ | 1,000 ⁽⁶⁾ | D | \$ 450.06 | 376,150 | D |

| | | | | | | | |
|---------------------------------------|--|--|--|--------|---|--|-----------------|
| Common Stock \$.01 par value | | | | | | | |
| Common Stock \$.01 par value | | | | 46,654 | I | | By Trust - A |
| Common Stock \$.01 par value | | | | 73,745 | I | | By Trust - B |
| Common Stock \$.01 par value | | | | 9,000 | I | | By Trust - C |
| Common Stock \$.01 par value | | | | 655 | I | | By Trust - D |
| Common Stock \$.01 par value | | | | 38,560 | I | | By Trust - E |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Stock Option (right to buy) ⁽²⁾ | \$ 10.03 | 06/21/2018 | | M ⁽⁵⁾ | 105,000 ⁽⁵⁾ | 06/03/2011 ⁽¹⁾ 06/03/2020 | Common Stock 105, |

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) These options become exercisable in annual 25% increments, commencing on the date shown in Table II, Column 6.
- (2) 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.
- (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.
- (5) Exercise of stock options pursuant to reporting owner's 10b5-1 plan.
- (6) Sale of common stock pursuant to reporting owner's 10b5-1 plan.
- (7) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$434.0900 and \$435.0000. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.
- (8) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$435.1400 and \$436.0400. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.
- (9) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$436.1800 and \$437.1700. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.
- (10) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$437.1900 and \$438.1600. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.
- (11) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$438.1700 and \$439.1400. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.
- (12) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$439.1700 and \$440.1600. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.
- (13) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$440.1700 and \$441.0800. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.
- (14) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$441.1800 and \$442.1500. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.
- (15) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$442.3700 and \$442.9000. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.
- (16) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$443.4300 and \$444.0700. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.
- (17) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$444.5400 and \$445.5100. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.
- (18) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$445.6700 and \$446.5000. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.
- (19) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$446.8300 and \$447.2800. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.

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request by the Commission staff, the Issuer, or a security holder of the Issuer.

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.