

LEDERMAN DAVID M  
Form 4  
December 28, 2004

**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 \*  
**LEDERMAN DAVID M**

(Last) (First) (Middle)

**C/O ABIOMED, INC., 22 CHERRY  
HILL DRIVE**

(Street)

**DANVERS, MA 01923**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/27/2004**

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<br>Security<br>(Instr. 3)  | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                |
|----------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|----------------|
|                                        |                                         |                                                             | Code                                    | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                      |                                                                   |                |
| Common<br>Stock,<br>\$.01 par<br>value | 12/27/2004                              |                                                             | S                                       |                                                                         | 5,000<br>(7)                                                                                                       | \$<br>13.8803                                                              | 793,779                                                           | D              |
| Common<br>Stock,<br>\$.01 par<br>value |                                         |                                                             |                                         |                                                                         |                                                                                                                    |                                                                            | 1,077,471                                                         | I              |
|                                        |                                         |                                                             |                                         |                                                                         |                                                                                                                    |                                                                            |                                                                   | By Wife<br>(1) |

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**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                  |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|----------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                                  | (A)                                                            | (D) | Date Exercisable                                                    | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
| Stock<br>Option<br>(right to<br>buy)                | \$ 7                                                               |                                         |                                                             |                                      |                                                                                                                    |                                                                |     | 07/12/2001 <sup>(2)</sup>                                           | 07/12/2009         | Common<br>Stock | 130,000                          |
| Stock<br>Option<br>(right to<br>buy)                | \$ 15.56                                                           |                                         |                                                             |                                      |                                                                                                                    |                                                                |     | 06/28/2002 <sup>(3)</sup>                                           | 06/28/2010         | Common<br>Stock | 100,000                          |
| Stock<br>Option<br>(right to<br>buy)                | \$ 24.12                                                           |                                         |                                                             |                                      |                                                                                                                    |                                                                |     | 06/22/2003 <sup>(4)</sup>                                           | 06/22/2011         | Common<br>Stock | 50,000                           |
| Stock<br>Option<br>(right to<br>buy)                | \$ 6.75                                                            |                                         |                                                             |                                      |                                                                                                                    |                                                                |     | 06/25/2004 <sup>(5)</sup>                                           | 06/25/2012         | Common<br>Stock | 50,000                           |
| Stock<br>Option<br>(right to<br>buy)                | \$ 12.3                                                            |                                         |                                                             |                                      |                                                                                                                    |                                                                |     | 07/01/2005 <sup>(6)</sup>                                           | 07/01/2014         | Common<br>Stock | 50,000                           |

## Reporting Owners

| Reporting Owner Name / Address                                                     | Relationships                    |
|------------------------------------------------------------------------------------|----------------------------------|
|                                                                                    | Director 10% Owner Officer Other |
| LEDERMAN DAVID M<br>C/O ABIOMED, INC.<br>22 CHERRY HILL DRIVE<br>DANVERS, MA 01923 | X                                |

## Signatures

/s/ Charles B. Haaser  
(attorney-in-fact)

12/28/2004

\_\_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) This reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purposes of Section 16 or any other purposes.
- (2) Grant to reporting person of option to buy 130,000 shares of Common Stock under ABIOMED, Inc. 1998 Equity Incentive Plan. The option will become exercisable in 25% annual increments beginning 7/12/01.  
  
Grant to reporting person of option to buy 100,000 shares of Common Stock under ABIOMED, Inc. 1998 Equity Incentive Plan. The option will become exercisable as follows: 30% will become exercisable on each of 6/28/02 and 6/28/03 and an additional 40% will become exercisable on 6/28/04.
- (3) Grant to reporting person of option to buy 50,000 shares of Common Stock under the ABIOMED, Inc. 2000 Stock Incentive Plan. The option will become exercisable as follows: 30% will become exercisable on each of 6/22/03 and 6/22/04 and an additional 40% will become exercisable on 6/22/05.
- (4) Grant to reporting person of option to buy 50,000 shares of Common Stock under the ABIOMED, Inc. 2000 Stock Incentive Plan. The option will become exercisable as follows: 30% will become exercisable on each of 6/25/04 and 6/25/05 and an additional 40% will become exercisable on 6/25/06.
- (5) Grant to reporting person of option to buy 50,000 shares of Common Stock under the ABIOMED, Inc. 2000 Stock Incentive Plan. The option will become exercisable in annual 25% increments, commencing on the date shown in Table II, Column 6.
- (6) Stock was sold pursuant to a Sales Plan compliant with the requirements of SEC Rule 10b5-1.
- (7)

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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