

ABIOMED INC
Form 4
February 17, 2011

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TERMEER HENRI A

(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)
02/15/2011

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)
Common Stock, \$0.01 par value				(A) or (D)	Price		
			Code	V	Amount		
Common Stock, \$0.01 par value	02/15/2011		S		14,605	D	\$ 13.4656 (6)
						1,856,626	I
							by Genzyme Corporation (3)
Common Stock, \$0.01 par value	02/16/2011		S		300	D	\$ 13.4617 (7)
						1,856,326	I
							by Genzyme Corporation (3)

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Common Stock, \$0.01 per value	02/16/2011	S	7,946	D	\$ 13.3145 (8)	1,848,380	I	by Genzyme Corporation (3)
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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 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)	8. De Se (In
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) ⁽¹⁾	\$ 19.69					08/09/2001 ⁽²⁾ 08/09/2010	Common Stock	5,000
Stock Option (right to buy) ⁽¹⁾	\$ 18.4					08/08/2002 ⁽²⁾ 08/08/2012	Common Stock	5,000
Stock Option (right to buy) ⁽¹⁾	\$ 4.71					08/06/2003 ⁽²⁾ 08/06/2013	Common Stock	5,000
Stock Option (right to buy) ⁽¹⁾	\$ 5.15					08/13/2004 ⁽²⁾ 08/13/2014	Common Stock	5,000
Stock Option (right to buy) ⁽⁴⁾	\$ 10.41					08/11/2005 ⁽²⁾ 08/11/2014	Common Stock	8,000

Stock Option (right to buy) ⁽⁴⁾	\$ 10.06	08/09/2006 ⁽²⁾	08/10/2015	Common Stock	8,000
Stock Option (right to buy) ⁽⁴⁾	\$ 13.21	08/08/2007 ⁽²⁾	08/09/2016	Common Stock	8,000
Stock option (right to buy) ⁽⁴⁾	\$ 12.69	08/13/2008 ⁽²⁾	08/08/2017	Common Stock	8,000
Stock Option (right to buy) ⁽⁵⁾	\$ 18.63	08/12/2009 ⁽²⁾	08/13/2018	Common Stock	8,000
Stock Option (right to buy) ⁽⁵⁾	\$ 7.67	08/11/2010 ⁽²⁾	08/12/2019	Common Stock	12,000
Stock Options (right to buy) ⁽⁵⁾	\$ 9.99	08/10/2011	08/11/2020	Common Stock	12,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TERMEER HENRI A C/O ABIOMED, INC. 22 CHERRY HILL DRIVE DANVERS, MA 01923	X			

Signatures

/s/ Ian W. McLeod (by power of attorney) 02/17/2011

__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 in Table II, Column 7, under the ABIOMED, Inc. 1989 Non-Qualified Stock Option Plan for Non-Employee Directors.
- (2) This option becomes exercisable in full on the date set forth in Table II, Column 6.

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(3) The 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 for any other purposes. The reporting person is the Chief Executive Officer of Genzyme Corporation.

(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. 2000 Stock Incentive Plan.

(5) Grant to reporting person of option to buy shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 2008 Stock Incentive Plan.

(6) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$13.45 and \$13.49. 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.

(7) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$13.45 and \$13.485. 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 \$13.30 and \$13.35. 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.

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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