MINOGUE MICHAEL R
Form 4
May 18, 2012

# FORM 4

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

**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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MINOGUE MICHAEL R

(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)
05/16/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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, $.01 par value | 05/16/2012 | | M | | 37,000 | A | $ 5.86 | 256,425 | D | |
| Common Stock, $.01 par value | 05/16/2012 | | S(7) | | 37,000 | D | $ 25.2609 (6) | 219,425 | D | |

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** SEC 1474 (9-02)

**required to respond unless the form 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 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 o Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Stock Option (right to buy) [(1)] | $ 9.36 | | | | | | | 06/08/2006[(2)] | 06/08/2015 | Common Stock | 39,38 |
| Stock Option (right to buy) [(1)] | $ 13.57 | | | | | | | 06/01/2007[(2)] | 06/01/2016 | Common Stock | 260,0 |
| Stock Option (right to buy) [(1)] | $ 11.27 | | | | | | | 05/30/2008[(2)] | 05/30/2017 | Common Stock | 85,00 |
| Stock Option (right to buy) [(1)] | $ 13.8 | | | | | | | 05/23/2009[(2)] | 05/23/2018 | Common Stock | 43,33 |
| Stock Option (right to buy) [(3)] | $ 18.63 | | | | | | | 06/15/2009[(4)] | 08/13/2018 | Common Stock | 93,75 |
| Stock Option (right to buy) [(3)] | $ 5.86 | 05/16/2012 | | M | | | 37,000 | 05/28/2010[(2)] | 05/28/2019 | Common Stock | 37,00 |
| Stock Option (right to buy) [(3)] | $ 5.86 | | | | | | | 03/31/2010[(5)] | 05/28/2019 | Common Stock | 130,5 |
| Stock Option (right to | $ 10.03 | | | | | | | 06/03/2011[(2)] | 06/03/2020 | Common Stock | 105,0 |

buy) [(3)]

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| MINOGUE MICHAEL R<br>C/O ABIOMED, INC.,<br>22 CHERRY HILL DRIVE<br>DANVERS, MA 01923 | X | | President, CEO, Chairman | |

# Signatures

| /s/ Ian W. McLeod (by power of attorney) | 05/18/2012 |
|---|---|
| **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 shares of Common Stock under the ABIOMED, Inc. 2000 Stock Incentive Plan.

**(2)** These options become exercisable in annual 25% increments, commencing on the date shown in Table II, Column 6.

**(3)** 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.

**(4)** These options become exercisable based on the achievement of certain performance milestones.

**(5)** These options became exerciseable in full on March 31, 2010.

**(6)** This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between $25.0000 and $26.0000. 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.

**(7)** Sale of common stock pursuant to reporting owner's 10(b)5-1 plan.

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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