

MINOGUE MICHAEL R  
 Form 4  
 May 24, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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**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

(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)  
 05/22/2012

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)  
 President, CEO, Chairman

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$.01 par value	05/22/2012		A		17,000 (6)	A	\$ 0
					236,425	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)**

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
							Number Shares
Stock Option (right to buy) <sup>(1)</sup>	\$ 9.36					06/08/2006 <sup>(2)</sup> 06/08/2015	Common Stock 39,3
Stock Option (right to buy) <sup>(1)</sup>	\$ 13.57					06/01/2007 <sup>(2)</sup> 06/01/2016	Common Stock 260,0
Stock Option (right to buy) <sup>(1)</sup>	\$ 11.27					05/30/2008 <sup>(2)</sup> 05/30/2017	Common Stock 85,0
Stock Option (right to buy) <sup>(1)</sup>	\$ 13.8					05/23/2009 <sup>(2)</sup> 05/23/2018	Common Stock 43,3
Stock Option (right to buy) <sup>(3)</sup>	\$ 18.63					06/15/2009 <sup>(4)</sup> 08/13/2018	Common Stock 93,7
Stock Option (right to buy) <sup>(3)</sup>	\$ 5.86					05/28/2010 <sup>(2)</sup> 05/28/2019	Common Stock 37,0
Stock Option (right to buy) <sup>(3)</sup>	\$ 5.86					03/31/2010 <sup>(5)</sup> 05/28/2019	Common Stock 130,5
Stock Option (right to buy) <sup>(3)</sup>	\$ 10.03					06/03/2011 <sup>(2)</sup> 06/03/2020	Common Stock 105,0
Stock Option (Right to Buy) <sup>(3)</sup>	\$ 22.44	05/22/2012		A	100,000	05/22/2013 <sup>(2)</sup> 05/22/2022	Common Stock 100,0

## Reporting Owners

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

## Signatures

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

05/24/2012

\*\*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 exercisable in full on March 31, 2010.

Represents the grant of a share award for restricted stock units to which one third of the shares will be issued to the reporting person on each of May 22, 2013, May 22, 2014 and May 22, 2015, so long as he continues to be employed by the issuer on the vesting dates. In addition, additional performance share awards of up to 51,000 restricted stock units was granted to this reporting person on May 22, 2012 with double trigger vesting pursuant to fiscal 2013 financial performance will determine whether 0%, 33%, 67%, or 100% of the underlying restricted stock units are eligible for vesting at which point half of the units eligible for vesting will vest on May 22, 2014 and the other half of the units eligible for vesting will vest on May 22, 2015.

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.