

MINOGUE MICHAEL R  
Form 4  
May 30, 2013

**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

(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)  
05/28/2013

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Stock, \$.01 par value   | 05/28/2013                           |  | S <sup>(6)</sup>               |   | 34,633  | D  | \$ 22.18<br><u>(5)</u>                                |
| Common Stock, \$.01 par value   | 05/28/2013                           |  | A <sup>(8)</sup>               |   | 51,000  | A  | \$ 0  |
| Common Stock \$.01 par value    | 05/29/2013                           |  | S <sup>(6)</sup>               |   | 24,200  | D  | \$ 21.3399<br><u>(7)</u>                              |

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

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**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) <sup>(1)</sup> | \$ 9.36  |                                      |  |                                |   | 06/08/2006 06/08/2015                                    | Common Stock  | 39,383                        |
| Stock Option (right to buy) <sup>(1)</sup> | \$ 13.57   |                                      |  |                                |   | 06/01/2007 06/01/2016                                    | Common Stock  | 260,000                       |
| Stock Option (right to buy) <sup>(1)</sup> | \$ 11.27   |                                      |  |                                |   | 05/30/2008 05/30/2017                                    | Common Stock  | 85,000                        |
| Stock Option (right to buy) <sup>(1)</sup> | \$ 13.8  |                                      |  |                                |   | 05/23/2009 <sup>(2)</sup> 05/23/2018                     | Common Stock  | 43,333                        |
| Stock Option (right to buy) <sup>(3)</sup> | \$ 18.63   |                                      |  |                                |   | 06/15/2009 <sup>(4)</sup> 08/13/2018                     | Common Stock  | 93,750                        |
| Stock Option (right to buy) <sup>(3)</sup> | \$ 5.86  |                                      |  |                                |   | 05/28/2010 <sup>(2)</sup> 05/28/2019                     | Common Stock  | 37,000                        |
| Stock Option                               | \$ 5.86  |                                      |  |                                |   | 03/31/2010 <sup>(2)</sup> 05/28/2019                     | Common Stock  | 130,500                       |

(right to buy) <sup>(3)</sup>

|  |          |                           |            |              |         |
|--|----------|---------------------------|------------|--------------|---------|
| Stock Option (right to buy) <sup>(3)</sup> | \$ 10.03 | 06/03/2011 <sup>(2)</sup> | 06/03/2020 | Common Stock | 105,000 |
|--|----------|---------------------------|------------|--------------|---------|

|  |          |                           |            |              |         |
|--|----------|---------------------------|------------|--------------|---------|
| Stock Option (Right to Buy) <sup>(3)</sup> | \$ 22.44 | 05/22/2013 <sup>(2)</sup> | 05/22/2022 | Common Stock | 100,000 |
|--|----------|---------------------------|------------|--------------|---------|

|  |          |                           |            |              |        |
|--|----------|---------------------------|------------|--------------|--------|
| Stock Option (Right to Buy) <sup>(3)</sup> | \$ 23.15 | 05/14/2014 <sup>(2)</sup> | 05/14/2024 | Common stock | 85,000 |
|--|----------|---------------------------|------------|--------------|--------|

## 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) 05/30/2013

\_\_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.  
This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$21.9800 and \$22.4200. 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.
- (5) Sale of common stock pursuant to reporting owner's 10b5-1 plan.  
This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$21.0000 and \$21.9800. 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) These restricted stock units will vest in 50% increments, the first 50% on May 22, 2014 and the remaining 50% 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.

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