

Blackey Brent G
 Form 4
 September 05, 2018

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 *
 Blackey Brent G

2. Issuer Name and Ticker or Trading Symbol
 Cardiovascular Systems Inc [CSII]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1225 OLD HIGHWAY 8 NW
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/01/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

ST. PAUL, MN 55112
 (City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 09/01/2018 | | M | 2,855 A | \$ 0 (1) 97,196 | 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 or Number of Shares |
| Restricted Stock Units | (2) | | | | | (2) | (2) | Common Stock | 81,302 |
| Restricted Stock Units | (3) | | | | | 08/15/2019 | 08/15/2019 | Common Stock | 2,541 |
| Restricted Stock Units | (3) | 09/01/2018 | | M | 2,855 | 09/01/2018 | 09/01/2018 | Common Stock | 2,855 |
| Restricted Stock Units | (3) | | | | | 09/01/2019 | 09/01/2019 | Common Stock | 2,095 |
| Restricted Stock Units | (4) | | | | | (4) | (4) | Common Stock | 3,527 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Blackey Brent G 1225 OLD HIGHWAY 8 NW ST. PAUL, MN 55112 | | X | | |

Signatures

/s/ Amanda Lorentz as Attorney-in-Fact for Brent G. Blackey pursuant to Power of Attorney previously filed. 09/05/2018

__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) Restricted stock units were paid in shares of common stock on a one-for-one basis.
- (2)

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Each restricted stock unit represents the right to receive a payment from the Company equal in value to the market price per share of Company common stock on the date of payment and shall be payable in cash or shares of Company common stock beginning six months following the termination of the reporting person's board membership.

- (3) Each restricted stock unit represents the right to receive a payment from the Company equal in value to the market price per share of Company common stock on the date of payment and shall be payable in cash or shares of Company common stock beginning on the payment date.

- (4) Each restricted stock unit represents the right to receive a payment from the Company equal in value to the market price per share of Company common stock on the date of payment and shall be payable in cash or shares of Company common stock beginning six months following the termination of each director's board membership; provided, however, that the restricted stock units vest in quarterly amounts of 882 shares on each of September 30, 2018, December 31, 2018 and March 31, 2019 and 881 shares on June 30, 2019.

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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