

Weber David M
Form 4
June 19, 2018

FORM 4

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

OMB APPROVAL

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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 *
Weber David M

(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)
06/15/2018

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)

Chief Operating Officer

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 | 06/15/2018 | | A ⁽⁵⁾ | | 92,280 ⁽⁵⁾ | A | \$ 0 |
| Common Stock, \$.01 par value | 06/15/2018 | | F ⁽⁶⁾ | | 20,533 ⁽⁶⁾ | D | \$ 440.65 |
| Common Stock, \$.01 par value | 06/18/2018 | | M ⁽⁷⁾ | | 33,500 ⁽⁷⁾ | A | \$ 10.03 |

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| | | | | | | | | |
|--------------------------------|------------|------------------------|-----------------------------|---|-----------------------------------|---------|---|----------|
| Common Stock, \$0.01 par value | 06/18/2018 | <u>S⁽⁸⁾</u> | <u>500⁽⁸⁾</u> | D | <u>\$ 437.074⁽⁹⁾</u> | 202,124 | D | |
| Common Stock, \$0.01 par value | 06/18/2018 | <u>S⁽⁸⁾</u> | <u>1,900⁽⁸⁾</u> | D | <u>\$ 437.8563⁽¹⁰⁾</u> | 200,224 | D | |
| Common Stock, \$0.01 par value | 06/18/2018 | <u>S⁽⁸⁾</u> | <u>1,500⁽⁸⁾</u> | D | <u>\$ 438.9313⁽¹¹⁾</u> | 198,724 | D | |
| Common Stock, \$0.01 par value | 06/18/2018 | <u>S⁽⁸⁾</u> | <u>3,519⁽⁸⁾</u> | D | <u>\$ 439.9284⁽¹²⁾</u> | 195,205 | D | |
| Common Stock, \$0.01 par value | 06/18/2018 | <u>S⁽⁸⁾</u> | <u>2,684⁽⁸⁾</u> | D | <u>\$ 440.8135⁽¹³⁾</u> | 192,521 | D | |
| Common Stock, \$0.01 par value | 06/18/2018 | <u>S⁽⁸⁾</u> | <u>4,720⁽⁸⁾</u> | D | <u>\$ 441.8321⁽¹⁴⁾</u> | 187,801 | D | |
| Common Stock, \$0.01 par value | 06/18/2018 | <u>S⁽⁸⁾</u> | <u>13,391⁽⁸⁾</u> | D | <u>\$ 443.0559⁽¹⁵⁾</u> | 174,410 | D | |
| Common Stock, \$0.01 par value | 06/18/2018 | <u>S⁽⁸⁾</u> | <u>12,410⁽⁸⁾</u> | D | <u>\$ 443.8713⁽¹⁶⁾</u> | 162,000 | D | |
| Common Stock, \$0.01 par value | 06/18/2018 | <u>S⁽⁸⁾</u> | <u>4,574⁽⁸⁾</u> | D | <u>\$ 444.8106⁽¹⁷⁾</u> | 157,426 | D | |
| Common Stock, \$0.01 par value | 06/18/2018 | <u>S⁽⁸⁾</u> | <u>1,000⁽⁸⁾</u> | D | <u>\$ 445.765⁽¹⁸⁾</u> | 156,426 | D | |
| Common Stock, \$0.01 par value | 06/18/2018 | <u>S⁽⁸⁾</u> | <u>302⁽⁸⁾</u> | D | <u>\$ 446.5913⁽¹⁹⁾</u> | 156,124 | D | |
| | | | | | | 15,497 | I | By Trust |

Common
Stock,
\$.01 par
value

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

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(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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Option (right to buy) ⁽²⁾ | \$ 10.03 | 06/18/2018 | | M ⁽⁷⁾ | 33,500 ⁽⁷⁾ | 06/03/2011 ⁽¹⁾ | 06/03/2020 | Common Stock | 33,500 |
| Stock Option (right to buy) ⁽²⁾ | \$ 22.44 | | | | | 05/22/2013 ⁽¹⁾ | 05/22/2022 | Common Stock | 0 |
| Stock Option (Right to Buy) ⁽²⁾ | \$ 23.15 | | | | | 05/14/2014 ⁽¹⁾ | 05/14/2023 | Common Stock | 0 |
| Stock Option (Right to Buy) ⁽²⁾ | \$ 21.55 | | | | | 05/14/2015 ⁽³⁾ | 05/14/2024 | Common Stock | 0 |
| Stock Option (right to buy) ⁽²⁾ | \$ 66.25 | | | | | 05/13/2016 ⁽³⁾ | 05/13/2025 | Common Stock | 0 |
| Stock Option (right to | \$ 99.62 | | | | | 05/24/2017 ⁽³⁾ | 05/24/2026 | Common Stock | 0 |

buy) ⁽⁴⁾

Stock

| | | | | | |
|--|-----------|---------------------------|------------|-----------------|---|
| Option (right to buy) ⁽⁴⁾ | \$ 134.51 | 05/15/2018 ⁽³⁾ | 05/15/2027 | Common Stock | 0 |
|--|-----------|---------------------------|------------|-----------------|---|

Stock

| | | | | | |
|--|-----------|---------------------------|------------|-----------------|-------|
| Option (right to buy) ⁽⁴⁾ | \$ 381.97 | 05/16/2019 ⁽³⁾ | 05/16/2028 | Common Stock | 6,500 |
|--|-----------|---------------------------|------------|-----------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Weber David M C/O ABIOMED, INC. 22 CHERRY HILL DRIVE DANVERS, MA 01923 | | | Chief Operating Officer | |

Signatures

| | |
|--|------------|
| /s/ Stephen C. McEvoy (by power of attorney) | 06/19/2018 |
|--|------------|

^{**}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) This option becomes exercisable in annual 25% increments, commencing on the date shown in Table II, Column 6.
- (2) 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.
- (3) These options become exercisable in annual 33-1/3% increments, commencing on the date shown in Table II, Column 6.
- (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. 2015 Omnibus Incentive Plan.
- (5) Represents shares of common stock underlying performance-based awards of restricted stock units granted to this reporting person on June 15, 2015. One half of these restricted stock units vested on June 15, 2018 (into an equal number of shares of common stock) based on the issuer's achievement of a certain performance milestone with the remaining vesting on June 15, 2019 as long as the reporting person continues to be employed by the issuer on the vesting dates.
- (6) Transaction represents shares of common stock withheld solely for the payment of withholding tax liability associated with the vesting of awards of restricted stock units in accordance with the time periods set forth in such awards.
- (7) Exercise of stock options pursuant to reporting owners 10b5-1 plan.
- (8) Sale of common stock pursuant to reporting owner's 10b5-1 plan.
- (9) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$436.4400 and \$437.4200. 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.
- (10) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$437.4600 and \$438.3300. Detailed information regarding the number of shares sold at each separate price will be provided upon

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request by the Commission staff, the Issuer, or a security holder of the Issuer.

- (11) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$438.4500 and \$439.3900. 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.

- (12) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$439.4900 and \$440.3600. 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.

- (13) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$440.4800 and \$441.4300. 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.

- (14) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$441.4400 and \$442.4300. 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.

- (15) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$442.5200 and \$443.4100. 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.

- (16) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$443.4400 and \$444.4200. 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.

- (17) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$444.4400 and \$445.3000. 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.

- (18) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$445.4700 and \$446.2300. 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.

- (19) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$446.4600 and \$446.8100. 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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