Edgar Filing: Sutherby Daniel J - Form 4

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Form 4										
January 05, 2006										
	UNITED	STATES					COMMISSIO	-	9PROVAL 3235-0287	
Washington, D.C. 20549Number:Check this box if no longer subject to Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 										
(Print or Type Response	es)									
1. Name and Address of Sutherby Daniel J	Person <u>*</u>	Symbol	er Name an MED INC		C C	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (Fin C/O ABIOMED, I HILL DRIVE	3. Date of Earliest Transaction(Month/Day/Year)01/03/2006				Director 10% Owner X Officer (give title Other (specify below) below) CFO					
				endment, D onth/Day/Yea	-	1	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 			
(City) (Sta	ate)	(Zip)	Tab	la I Non I	Dorivotivo	Socurities A	cquired, Disposed	of or Bonoficio	lly Ownod	
1.Title of 2. Trans	saction Date	-	ed Date, if	3.	4. Securit nAcquired Disposed (Instr. 3, 4	ies (A) or of (D)	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	
Reminder: Report on a	separate line	for each cla	ass of sec	urities bene	ficially own		or indirectly.			
					Perso inforn requir	ns who res nation cont ed to resp lys a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (right to buy) <u>(1)</u>	\$ 9.35	01/03/2006		A		80,000		01/03/2007(2)	01/03/2016	Common Stock	80,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director 10% Owner		Officer	Other			
Sutherby Daniel J C/O ABIOMED, INC. 22 CHERRY HILL DRIVE DANVERS, MA 01923			CFO				
Signatures							
/s/ Charles B. Haaser (attorney-in-fact)	01/05/2006						

**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 the number of shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 2000 Stock Incentive Plan.
- (2) This option becomes exercisable in annual 25% increments, commencing on the date shown in Table II, Column 6.

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.