

ABIOMED INC
Form 4
August 10, 2006

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 *
TERMEER HENRI A

2. Issuer Name and Ticker or Trading Symbol
ABIOMED INC [ABMD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O ABIOMED, INC., 22 CHERRY HILL DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
08/09/2006

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

(Street)

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

DANVERS, MA 01923

(City) (State) (Zip)

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)
				(A) or (D)	Code V Amount (D) Price		
Common Stock, \$.01 par value					29,551	D	
Common Stock, \$.01 par value					2,307,692	I	By Genzyme Corporation <u>(4)</u>

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

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SEC 1474 (9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Share
Stock Option (right to buy) ⁽¹⁾	\$ 7					06/30/1998 ⁽²⁾ 07/01/2007	Common Stock 25,000
Stock Option (right to buy) ⁽¹⁾	\$ 19.69					08/09/2001 ⁽³⁾ 08/09/2010	Common Stock 5,000
Stock Option (right to buy) ⁽¹⁾	\$ 18.4					08/08/2002 ⁽³⁾ 08/08/2011	Common Stock 5,000
Stock Option (right to buy) ⁽¹⁾	\$ 4.71					08/06/2003 ⁽³⁾ 05/21/2013	Common Stock 5,000
Common Stock (right to buy) ⁽¹⁾	\$ 5.15					08/13/2004 ⁽³⁾ 08/13/2013	Common Stock 5,000
Stock Option (right to buy) ⁽⁵⁾	\$ 10.41					08/11/2005 ⁽³⁾ 08/11/2014	Common Stock 8,000
Stock Option (right to buy) ⁽⁵⁾	\$ 10.06					08/09/2006 ⁽³⁾ 08/10/2015	Common Stock 8,000
Stock Option (right to buy) ⁽⁵⁾	\$ 13.21	08/09/2006		A	8,000	08/08/2007 ⁽³⁾ 08/09/2016	Common Stock 8,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TERMEER HENRI A C/O ABIOMED, INC. 22 CHERRY HILL DRIVE DANVERS, MA 01923	X			

Signatures

/s/ Carrie-Ann Powierza
(attorney-in-fact)

08/10/2006

__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 ABIOMED, Inc. 1989 Non-Qualified Stock Option Plan for Non-Employee Directors.
 - (2) This option becomes exercisable in annual 20% increments commencing on the date set forth in Table II, Column 6.
 - (3) This option becomes exercisable in full on the date set forth in Table II, Column 6.
- The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the
- (4) reporting person is the beneficial owner of such securities for the purposes of Section 16 or for any other purposes. The reporting person is the Chief Executive Officer of Genzyme Corporation.
 - (5) Grant to reporting person of option to buy the number of shares of Common Stock set forth in Table II, Column 7, under ABIOMED, Inc. 2000 Stock Incentive Plan.

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.