

ABIOMED INC
Form 4
May 28, 2008

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 *
Greenfield Andrew J

(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)
05/23/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

VP Healthcare Solutions

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock, \$.01 par value | 05/23/2008 | | A | | 10,000 (1) \$ 0 19,607 | D | |
| Common Stock, \$.01 par value | 05/23/2008 | | A | | 11,000 (2) \$ 0 30,607 | 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)

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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 Shares |
| Stock Option (right to buy) ⁽³⁾ | \$ 14.98 | | | | | 01/04/2006 ⁽⁵⁾ | 01/04/2015 | Common Stock | 30,000 |
| Stock Option (right to buy) ⁽⁴⁾ | \$ 9.36 | | | | | 06/08/2006 ⁽⁵⁾ | 06/08/2015 | Common Stock | 20,000 |
| Stock Option (right to buy) ⁽⁴⁾ | \$ 8.77 | | | | | 11/16/2006 ⁽⁵⁾ | 11/16/2015 | Common Stock | 15,000 |
| Stock Option (right to buy) ⁽⁴⁾ | \$ 13.57 | | | | | 06/01/2007 ⁽⁵⁾ | 06/01/2016 | Common Stock | 40,000 |
| Stock Option (right to buy) ⁽⁴⁾ | \$ 11.27 | | | | | 05/30/2008 ⁽⁵⁾ | 05/30/2017 | Common Stock | 10,000 |
| Stock Option (right to buy) ⁽⁴⁾ | \$ 13.8 | 05/23/2008 | | A | 9,000 | 05/23/2009 ⁽⁵⁾ | 05/23/2018 | Common Stock | 9,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Greenfield Andrew J C/O ABIOMED, INC. 22 CHERRY HILL DRIVE | | | VP Healthcare Solutions | |

DANVERS, MA 01923

Signatures

/s/ Daniel J. Sutherby (by power of attorney)

05/23/2008

__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) Shares of restricted stock awarded to reporting person under the ABIOMED, Inc. 2000 Stock Incentive Plan. These shares vest in annual 25% increments, commencing on the first anniversary of the date of grant.
- (2) Shares of restricted stock awarded to reporting person under the ABIOMED, Inc. 2000 Stock Incentive Plan. These shares vest 100% based on the achievement of a certain performance milestone.
- (3) Grant to reporting person of option to buy shares of Common Stock under ABIOMED, Inc. 1998 Equity Incentive Plan.
- (4) Grant to reporting person of option to buy shares of Common Stock under ABIOMED, Inc. 2000 Stock Incentive Plan.
- (5) These options become 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.