

ABIOMED INC  
Form 4  
February 24, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(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)  
02/22/2011

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)

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) |           |                               |                               |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|-------------------------------|-------------------------------|
| Common Stock, \$0.01 par value  |                                      |  |                                | (A) or (D)  | Price   |  |   |           |                               |                               |
| Common Stock, \$0.01 par value  | 02/22/2011                           |  | S                              | 200   | D   | \$ 13.02<br>(6)  | 1,827,380   | I         | by Genzyme Corporation<br>(3) |                               |
| Common Stock, \$0.01 par value  | 02/22/2011                           |  | S                              | 8,018   | D   | \$<br>(7)  | 12.8919   | 1,819,362 | I                             | by Genzyme Corporation<br>(3) |

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|   |            |   |       |   |                      |           |   |                                  |
|---|------------|---|-------|---|----------------------|-----------|---|----------------------------------|
| Common<br>Stock,<br>\$0.01 par<br>value | 02/23/2011 | S | 3,436 | D | \$<br>12.7843<br>(8) | 1,815,296 | I | by Genzyme<br>Corporation<br>(3) |
|---|------------|---|-------|---|----------------------|-----------|---|----------------------------------|

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) <sup>(1)</sup> | \$ 19.69   |                                      |  |                                |   | 08/09/2001 <sup>(2)</sup> 08/09/2010                     | Common Stock  | 5,000                         |
| Stock Option (right to buy) <sup>(1)</sup> | \$ 18.4  |                                      |  |                                |   | 08/08/2002 <sup>(2)</sup> 08/08/2012                     | Common Stock  | 5,000                         |
| Stock Option (right to buy) <sup>(1)</sup> | \$ 4.71  |                                      |  |                                |   | 08/06/2003 <sup>(2)</sup> 08/06/2013                     | Common Stock  | 5,000                         |
| Stock Option (right to buy) <sup>(1)</sup> | \$ 5.15  |                                      |  |                                |   | 08/13/2004 <sup>(2)</sup> 08/13/2014                     | Common Stock  | 5,000                         |
| Stock Option (right to buy) <sup>(4)</sup> | \$ 10.41   |                                      |  |                                |   | 08/11/2005 <sup>(2)</sup> 08/11/2014                     | Common Stock  | 8,000                         |

|  |          |                           |            |                 |        |
|--|----------|---------------------------|------------|-----------------|--------|
| Stock<br>Option<br>(right to<br>buy) <sup>(4)</sup>  | \$ 10.06 | 08/09/2006 <sup>(2)</sup> | 08/10/2015 | Common<br>Stock | 8,000  |
| Stock<br>Option<br>(right to<br>buy) <sup>(4)</sup>  | \$ 13.21 | 08/08/2007 <sup>(2)</sup> | 08/09/2016 | Common<br>Stock | 8,000  |
| Stock<br>option<br>(right to<br>buy) <sup>(4)</sup>  | \$ 12.69 | 08/13/2008 <sup>(2)</sup> | 08/08/2017 | Common<br>Stock | 8,000  |
| Stock<br>Option<br>(right to<br>buy) <sup>(5)</sup>  | \$ 18.63 | 08/12/2009 <sup>(2)</sup> | 08/13/2018 | Common<br>Stock | 8,000  |
| Stock<br>Option<br>(right to<br>buy) <sup>(5)</sup>  | \$ 7.67  | 08/11/2010 <sup>(2)</sup> | 08/12/2019 | Common<br>Stock | 12,000 |
| Stock<br>Options<br>(right to<br>buy) <sup>(5)</sup> | \$ 9.99  | 08/10/2011                | 08/11/2020 | Common<br>Stock | 12,000 |

## Reporting Owners

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

## Signatures

/s/ Ian W. McLeod (by power of attorney) 02/24/2011

\_\_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. 1989 Non-Qualified Stock Option Plan for Non-Employee Directors.
- (2) This option becomes exercisable in full on the date set forth in Table II, Column 6.

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- The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the
- (3) 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.
  - (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. 2000 Stock Incentive Plan.
  - (5) Grant to reporting person of option to buy shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 2008 Stock Incentive Plan.

(6) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$12.85 and \$13.02. 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.

(7) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$12.85 and \$12.93. 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.

(8) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$12.75 and \$12.845. 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. 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.