EDWARDS LIFESCIENCES CORP

Form 4

August 03, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

1(b).

(Print or Type Responses)

08/01/2006

08/01/2006

08/01/2006

08/01/2006

Stock Common

Stock

Stock

Common

	•						
1. Name and Address of Reporting Person * MUSSALLEM MICHAEL A			2. Issuer Name and Ticker or Trading vmbol DWARDS LIFESCIENCES CORP	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) (ARDS LIFESCIE ATION, ONE ED'	NCES 08	Date of Earliest Transaction Month/Day/Year) Month/2006	X Director 10% Owner X Officer (give title Other (specify below) Chairman of the Board & CEO			
IRVINE, C	(Street) CA 92614		If Amendment, Date Original led(Month/Day/Year)	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)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Y	Code (Instr. 3, 4 and 5) Year) (Instr. 8) (A) or Code V Amount (D) Price	Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)			
Stock	08/01/2006		$M_{\underline{1}}^{(1)}$ 14,000 A 10.19	55 106,622 (2) D			
Common	08/01/2006		S(1) 300 D \$ 43 4	15 106 322 ⁽²⁾ D			

 $S^{(1)}$

 $S^{(1)}$

 $S^{(1)}$

 $S^{(1)}$

300

200

2,400

100

D

D

D

D

\$ 43.45

\$ 43.5

\$ 43.52

\$ 43.53

 $106,322 \stackrel{(2)}{=}$

 $106,122 \frac{(2)}{}$

 $103,722 \frac{(2)}{2}$

103,622 (2)

D

D

D

D

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Common Stock							
Common Stock	08/01/2006	S(1)	600	D	\$ 43.54	103,022 (2)	D
Common Stock	08/01/2006	S(1)	3,900	D	\$ 43.55	99,122 (2)	D
Common Stock	08/01/2006	S(1)	400	D	\$ 43.56	98,722 (2)	D
Common Stock	08/01/2006	S <u>(1)</u>	1,200	D	\$ 43.57	97,522 (2)	D
Common Stock	08/01/2006	S <u>(1)</u>	300	D	\$ 43.58	97,222 (2)	D
Common Stock	08/01/2006	S <u>(1)</u>	300	D	\$ 43.59	96,922 (2)	D
Common Stock	08/01/2006	S <u>(1)</u>	100	D	\$ 43.62	96,822 (2)	D
Common Stock	08/01/2006	S(1)	200	D	\$ 43.63	96,622 (2)	D
Common Stock	08/01/2006	S(1)	100	D	\$ 43.66	96,522 (2)	D
Common Stock	08/01/2006	S(1)	100	D	\$ 43.73	96,422 (2)	D
Common Stock	08/01/2006	S <u>(1)</u>	300	D	\$ 43.85	96,122 (2)	D
Common Stock	08/01/2006	S(1)	700	D	\$ 43.86	95,422 (2)	D
Common Stock	08/01/2006	S <u>(1)</u>	200	D	\$ 43.87	95,222 (2)	D
Common Stock	08/01/2006	S <u>(1)</u>	300	D	\$ 43.88	94,922 (2)	D
Common Stock	08/01/2006	S <u>(1)</u>	100	D	\$ 43.89	94,822 (2)	D
Common Stock	08/01/2006	S <u>(1)</u>	100	D	\$ 43.91	94,722 (2)	D
Common Stock	08/01/2006	S <u>(1)</u>	300	D	\$ 43.92	94,422 (2)	D
Common Stock	08/01/2006	S(1)	100	D	\$ 44	94,322 (2)	D
Common Stock	08/01/2006	S(1)	100	D	\$ 44.08	94,222 (2)	D
	08/01/2006	S(1)	1,600	D	\$ 44.09	92,622 (2)	D

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Common Stock

Common Stock $32,434 \qquad I \qquad \qquad \frac{\text{By } 401(\text{k})}{3}$

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

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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 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)	or Disposed of (D)		onDerivative Securities Acquired (A) or Disposed of (D)		6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and A	Securities
				Code V	(Instr and 5	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share		
Employee Stock Option (Right to	\$ 10.1955	08/01/2006		M(1)		14,000	11/18/2000	11/18/2007	Common Stock	14,000		

Reporting Owners

Reporting Owner Name / Address	Relationships						
F 8	Director	10% Owner	Officer	Other			
MUSSALLEM MICHAEL A C/O EDWARDS LIFESCIENCES CORPORATION ONE EDWARDS WAY IRVINE, CA 92614	X		Chairman of the Board & CEO				

Signatures

Aquire)

/s/ Jay P. Wertheim,
Attorney-in-fact
08/03/2006

**Signature of Reporting Person Date

Reporting Owners 3

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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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 16, 2006.
- (2) This Form 4 reflects changes in beneficial ownership only; it does not identify other securities of the Issuer beneficially owned by the reporting person.
- (3) Shares represented on the most recent statement of the 401(k) Plan Administrator where a unitized accounting procedure is utilized to convert the equities to share equivalents.

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