

GROSSMAN D KEITH
Form 4
December 08, 2005

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 *
GROSSMAN D KEITH

(Last) (First) (Middle)
6035 STONERIDGE DRIVE
(Street)

PLEASANTON, CA 94588

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
THORATEC CORP [THOR]

3. Date of Earliest Transaction
(Month/Day/Year)
12/06/2005

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)
Chief Executive Officer

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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	12/06/2005		F		57,188 (1)	\$ 22	D
Common Stock	12/06/2005		M		25,500	\$ 10.563	D
Common Stock	12/06/2005		M		500	\$ 6.56	D
Common Stock	12/06/2005		M		29,000	\$ 16.56	D
Common Stock	12/06/2005		S		55,000	\$ 22.2235	D

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Common Stock	12/07/2005	S	30,812	D	\$ 21.8097	220,508	D
Common Stock	12/08/2005	M	11,000	A	\$ 16.56	231,508	D
Common Stock	12/08/2005	S	48,000	D	\$ 21.795	183,508	D

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 10.563	12/06/2005		M	25,500	04/24/2000 ⁽²⁾	04/24/2010	Common Stock	25,500
Stock Option (right to buy)	\$ 6.56	12/06/2005		M	500	04/04/2001 ⁽³⁾	04/04/2011	Common Stock	500
Stock Option (right to buy)	\$ 16.56	12/06/2005		M	29,000	12/06/2001 ⁽²⁾	12/06/2011	Common Stock	29,000
Stock Option (right to buy)	\$ 16.56	12/08/2005		M	11,000	12/06/2001 ⁽²⁾	12/06/2011	Common Stock	11,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

GROSSMAN D KEITH
6035 STONERIDGE DRIVE
PLEASANTON, CA 94588

X

Chief Executive Officer

Signatures

/s/D. Keith
Grossman

12/08/2005

__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 withheld to pay taxes applicable to the vesting of restricted stock.
 - (2) Shares vest in four equal installments over four years commencing one year after the grant date.
 - (3) Shares 100% vested on grant date.
 - (4) This option was granted pursuant to the Company's equity incentive plans with no payment received for the option.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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