

ABIOMED INC  
Form 4  
May 12, 2015

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Howley Michael G

(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)  
05/08/2015

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 \_\_\_\_ Other (specify  
below) below)

VP, Global Sales & Marketing

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$.01 par value	05/08/2015		M	14,301	A \$ 5.23	97,601	D
Common Stock, \$.01 par value	05/08/2015		S <sup>(4)</sup>	2,701 <sup>(4)</sup>	D \$ 64.1597 <sup>(5)</sup>	94,900	D
Common Stock, \$.01 par value	05/08/2015		S <sup>(4)</sup>	3,032 <sup>(4)</sup>	D \$ 65.1294 <sup>(6)</sup>	91,868	D

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Common Stock, \$.01 par value	05/08/2015	<u>S<sup>(4)</sup></u>	<u>1,593</u> <sup>(4)</sup>	D	\$ <u>66.3304</u> <sup>(7)</sup>	90,275	D
Common Stock, \$.01 par value	05/08/2015	<u>S<sup>(4)</sup></u>	<u>4,068</u> <sup>(4)</sup>	D	\$ <u>67.3335</u> <sup>(8)</sup>	86,207	D
Common Stock, \$.01 par value	05/08/2015	<u>S<sup>(4)</sup></u>	<u>2,303</u> <sup>(4)</sup>	D	\$ <u>67.8776</u> <sup>(9)</sup>	83,904	D
Common Stock, \$.01 par value	05/08/2015	<u>S<sup>(4)</sup></u>	<u>544</u> <sup>(4)</sup>	D	\$ <u>69.0306</u> <sup>(10)</sup>	83,360	D
Common Stock, \$.01 par value	05/08/2015	<u>S<sup>(4)</sup></u>	<u>60</u> <sup>(4)</sup>	D	\$ <u>69.81</u> <sup>(11)</sup>	83,300	D
Common Stock, \$.01 par value	05/08/2015	<u>S<sup>(4)</sup></u>	<u>274</u> <sup>(4)</sup>	D	\$ <u>64.1598</u> <sup>(12)</sup> <sup>(19)</sup>	83,026	D
Common Stock, \$.01 par value	05/08/2015	<u>S<sup>(4)</sup></u>	<u>307</u> <sup>(4)</sup>	D	\$ <u>65.1294</u> <sup>(13)</sup> <sup>(19)</sup>	82,719	D
Common Stock, \$.01 par value	05/08/2015	<u>S<sup>(4)</sup></u>	<u>162</u> <sup>(4)</sup>	D	\$ <u>66.3304</u> <sup>(14)</sup> <sup>(19)</sup>	82,557	D
Common Stock, \$.01 par value	05/08/2015	<u>S<sup>(4)</sup></u>	<u>412</u> <sup>(4)</sup>	D	\$ <u>67.3336</u> <sup>(15)</sup> <sup>(19)</sup>	82,145	D
Common Stock, \$.01 par value	05/08/2015	<u>S<sup>(4)</sup></u>	<u>234</u> <sup>(4)</sup>	D	\$ <u>67.877</u> <sup>(16)</sup> <sup>(20)</sup>	81,911	D
Common Stock, \$.01 par value	05/08/2015	<u>S<sup>(4)</sup></u>	<u>55</u> <sup>(4)</sup>	D	\$ <u>69.0306</u> <sup>(17)</sup>	81,856	D
	05/08/2015	<u>S<sup>(4)</sup></u>	<u>6</u> <sup>(4)</sup>	D		81,850	D

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Common  
Stock,  
\$.01 par  
value

\$ 69.81  
(18)

Common  
Stock,  
\$.01 par  
value

05/12/2015

S<sup>(4)</sup>

1,602  
(4)

D

\$ 68

80,248

D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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)	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
Stock Option (Right to Buy) <sup>(1)</sup>	\$ 5.23	05/08/2015		M	14,301	03/05/2009 <sup>(2)</sup> 03/05/2019	Common Stock	14,301
Stock Option (right to buy) <sup>(1)</sup>	\$ 10.03					06/03/2011 <sup>(2)</sup> 06/03/2020	Common Stock	0
Stock Option (Right to buy) <sup>(1)</sup>	\$ 22.44					05/22/2013 <sup>(2)</sup> 05/22/2022	Common Stock	0
Stock Option (Right to Buy) <sup>(1)</sup>	\$ 23.15					05/14/2014 <sup>(2)</sup> 05/14/2023	Common Stock	0
Stock Option (Right to	\$ 21.55					05/14/2015 <sup>(3)</sup> 05/14/2024	Common Stock	0



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- (13) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$64.6200 and \$65.6100. 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.

- (14) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$65.6750 and \$66.6500. 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.

- (15) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$66.7000 and \$67.6900. 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.

- (16) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$67.7000 and \$68.6600. 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.

- (17) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$68.7000 and \$69.6900. 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.

- (18) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$69.7000 and \$69.9600. 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.

- (19) To remedy a broker error that occurred in connection with executing the transaction, in accordance with the broker's policy, the reporting person received from the broker an additional payment for the sale of the shares to make the average price per share \$68.0000.

- (20) To remedy a broker error that occurred in connection with executing the transaction, in accordance with the broker's policy, the reporting person received from the broker an additional payment for the sale of the shares sold below \$68.0000 per share to make the price per share of such shares \$68.0000 per share.

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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