

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-14** | Period of Report: **2013-01-02**  
SEC Accession No. [0001179110-13-000830](#)

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### ISSUER

#### **ABIOMED INC**

CIK: [815094](#) | IRS No.: [042743260](#) | State of Incorp.: **DE** | Fiscal Year End: **0331**  
SIC: **3841** Surgical & medical instruments & apparatus

Mailing Address  
*22 CHERRY HILL DRIVE  
DANVERS MA 01923*

Business Address  
*22 CHERRY HILL DR  
DANVERS MA 01923  
9787775410*

### REPORTING OWNER

#### **SUTTER MARTIN P**

CIK: [1017832](#)  
Type: **4** | Act: **34** | File No.: [001-09585](#) | Film No.: [13527707](#)

Mailing Address  
*2170 BUCKTHORNE PLACE  
SUITE 170  
THE WOODLAND TX 77380*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person <b>SUTTER MARTIN P</b>			2. Issuer Name and Ticker or Trading Symbol <b>ABIOMED INC [ABMD]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/02/2013</b>					
<b>22 CHERRY HILL DRIVE</b>			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
<b>DANVERS, MA 01923</b>								
(City)	(State)	(Zip)						

**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, \$0.01 par value	01/02/2013		A		949 <sup>(6)</sup>	A	\$ 0 <sup>(6)</sup>	89,661	D	
Common Stock, \$.01 par value								946,818	I	Essex Woodland Health Ventures, VI, LP <sup>(1)</sup>
Common Stock, \$0.01 par value								2,203,182	I	Essex Woodlands Health Ventures Fund VII, LP <sup>(2)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock option	\$13.91							05/20/2009 <sup>(4)</sup>	05/20/2018	Common Stock	25,000	25,000	D	

(right to buy) (3)															
Stock Option (right to buy) (5)	\$18.63						08/12/2009	08/13/2018	Common Stock	12,000		12,000	D		
Stock Option (right to buy) (5)	\$7.67						08/11/2010	08/12/2019	Common Stock	12,000		12,000	D		
Stock Option (right to buy) (5)	\$9.99						08/10/2011	08/11/2020	Common Stock	12,000		12,000	D		

**Explanation of Responses:**

1. These securities are held by Essex Woodlands Health Ventures Fund VI, L.P.. Mr. Sutter is a managing director of the partnership that owns the reported securities. As a managing director Mr. Sutter shares voting and investment powers for Essex Woodlands Health Ventures Fund VI, L.P.. Mr. Sutter and the Essex Woodlands Health Ventures entities disclaim beneficial ownership of all such securities except to the extent of their proportionate pecuniary interest therein.
2. These securities are held by Essex Woodlands Health Ventures Fund VII, L.P.. Mr. Sutter is a managing director of the partnership that owns the reported securities. As a managing director Mr. Sutter shares voting and investment powers for Essex Woodlands Health Ventures Fund VII, L.P.. Mr. Sutter and the Essex Woodlands Health Ventures entities disclaim beneficial ownership of all such securities except to the extent of their proportionate pecuniary interest therein.
3. Grant to reporting person to buy shares of Common Stock under ABIOMED, Inc. 2000 Stock Incentive Plan.
4. These options become exercisable in annual 20% increments commencing on the date shown forth in Table II, Column 6.
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 stock was issued to the Reporting Person in lieu of a retainer of \$12,754.56 for compensation for his service as a board member of ABIOMED, Inc.

**Signatures**

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

\*\* Signature of Reporting Person

01/14/2013

Date

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

\* 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).

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

**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 Number.**

LIMITED POWER OF ATTORNEY

The undersigned does hereby appoint each of Stephen McEvoy, Robert Bowen, Ian McLeod and Loretta Wedge, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director or officer of ABIOMED, Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are

not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, this power of attorney has been executed as of the 3rd day of July, 2009 and shall remain in full force and effect until withdrawn by the undersigned in writing.

Signature: /s/ Martin P. Sutter

Print Name: Martin P. Sutter

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