

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-05-16** | Period of Report: **2013-05-14**  
SEC Accession No. [0001179110-13-008557](#)

([HTML Version](#) on [secdatabase.com](#))

### REPORTING OWNER

#### **MINOGUE MICHAEL R**

CIK: **1286370**

Type: **4** | Act: **34** | File No.: **001-09585** | Film No.: **13851703**

Mailing Address  
22 CHERRY HILL DR  
C/O ABIOMED INC  
DANVERS MA 01923

### ISSUER

#### **ABIOMED INC**

CIK: **815094** | IRS No.: **042743260** | State of Incorporation: **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

# 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>MINOGUE MICHAEL R</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 checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>President, CEO, Chairman</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/14/2013</b>					
C/O ABIOMED, INC., 22 CHERRY HILL DRIVE			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, \$.01 par value	05/14/2013		A		28,000 <sup>(5)</sup>	A \$ 0	270,455	D	

**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 (right to buy) <sup>(1)</sup>	\$9.36							06/08/2006	06/08/2015	Common Stock	39,383	39,383	D	
Stock Option (right to buy) <sup>(1)</sup>	\$13.57							06/01/2007	06/01/2016	Common Stock	260,000	260,000	D	
Stock Option (right to buy) <sup>(1)</sup>	\$11.27							05/30/2008	05/30/2017	Common Stock	85,000	85,000	D	

Stock Option (right to buy) <sup>(1)</sup>	\$13.8						05/23/2009 <sup>(2)</sup>	05/23/2018	Common Stock	43,333		43,333	D
Stock Option (right to buy) <sup>(3)</sup>	\$18.63						06/15/2009 <sup>(4)</sup>	08/13/2018	Common Stock	93,750		93,750	D
Stock Option (right to buy) <sup>(3)</sup>	\$5.86						05/28/2010 <sup>(2)</sup>	05/28/2019	Common Stock	37,000		109,800	D
Stock Option (right to buy) <sup>(3)</sup>	\$5.86						03/31/2010 <sup>(2)</sup>	05/28/2019	Common Stock	130,500		130,500	D
Stock Option (right to buy) <sup>(3)</sup>	\$10.03						06/03/2011 <sup>(2)</sup>	06/03/2020	Common Stock	105,000		105,000	D
Stock Option (Right to Buy) <sup>(3)</sup>	\$22.44						05/22/2013 <sup>(2)</sup>	05/22/2022	Common Stock	100,000		100,000	D
Stock Option (Right to Buy) <sup>(3)</sup>	\$23.15	05/14/2013		<u>A</u>		85,000	05/14/2014 <sup>(2)</sup>	05/14/2024	Common stock	85,000	\$ 0	85,000	D

**Explanation of Responses:**

- Grant to reporting person of option to buy shares of Common Stock under the ABIOMED, Inc. 2000 Stock Incentive Plan.
- These options become exercisable in annual 25% increments, commencing on the date shown in Table II, Column 6.
- 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. 2008 Stock Incentive Plan.
- These options become exercisable based on the achievement of certain performance milestones.
- Represents the grant of a share award for restricted stock units to which one third of the shares will be issued to the reporting person on each of May 14, 2014, May 14, 2015 and May 14, 2016, so long as he continues to be employed by the issuer on the vesting dates. In addition, performance share awards of up to 82,500 restricted units were granted to this reporting person on May 14, 2013, with double trigger vesting pursuant to fiscal 2014 financial performance to determine whether 0%, 33%, 67%, or 100% of the underlying restricted stock units are eligible for vesting at which point half of the units eligible for vesting will vest on May 14, 2015 and the other half of the units eligible for vesting will vest on May 14, 2016.

**Signatures**

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

\*\* Signature of Reporting Person

05/16/2013

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, 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 2nd day of October, 2008 and shall remain in full force and effect until withdrawn by the undersigned in writing.

Signature: /s/ Michael R. Minogue

Print Name: Michael R. Minogue