

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2012-04-30** | Period of Report: **2012-04-26**  
SEC Accession No. [0001209191-12-024946](#)

(HTML Version on [secdatabase.com](http://secdatabase.com))

### REPORTING OWNER

#### Farrell Lauren

CIK: **1321437**

Type: **4** | Act: **34** | File No.: **001-34256** | Film No.: **12797282**

Mailing Address  
78 PARTRIDGE HILL RD  
BRAintree MA 02184

### ISSUER

#### HeartWare International, Inc.

CIK: **1389072** | IRS No.: **980498958** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **3841** Surgical & medical instruments & apparatus

Mailing Address  
205 NEWBURY STREET  
SUITE 101  
FRAMINGHAM MA 01701

Business Address  
14000 NW 57TH COURT  
MIAMI LAKES FL 33014  
508-739-0841

# 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>Farrell Lauren</b>			2. Issuer Name and Ticker or Trading Symbol <b>HeartWare International, Inc. [HTWR]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director      ____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below)      ____ Other (specify below) <b>VP, Finance</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>04/26/2012</b>					
C/O HEARTWARE INTERNATIONAL, INC., 205 NEWBURY STREET, SUITE 101			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 ____ Form Filed by More than One Reporting Person		
(Street) <b>FRAMINGHAM, MA 01701</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	04/26/2012		M		750	A	\$28	750	D	
Common Stock	04/26/2012		M		535	A	\$20.69 <sup>(1)</sup>	1,285	D	
Common Stock	04/26/2012		M		1	A	\$27.23 <sup>(2)</sup>	1,286	D	
Common Stock	04/26/2012		S		1,286 <sup>(3)</sup>	D	\$78	0	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						Title
Stock Option	\$28	04/26/2012		M		750		09/16/2011	09/16/2019	Common Stock	750	\$0	2,573	D	

(right to buy)															
Stock Option (right to buy)	\$20.69 <sup>(4)</sup>	04/26/2012		<u>M</u>			535	08/13/2011	08/13/2018	Common Stock	535	\$ 0	2,038	D	
Stock Option (right to buy)	\$27.23 <sup>(5)</sup>	04/26/2012		<u>M</u>			1	02/22/2010	11/16/2017	Common Stock	1	\$ 0	2,037	D	

**Explanation of Responses:**

1. The purchase price of US\$20.69 has been converted from AU\$19.95 at the spot rate on the date of the transaction.
2. The purchase price of US\$27.23 has been converted from AU\$26.25 at the spot rate on the date of the transaction.
3. These shares were sold pursuant to a pre-arranged trading plan in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934.
4. The exercise price of US\$20.69 has been converted from AU\$19.95 at the spot rate on the date of the transaction.
5. The exercise price of US\$27.23 has been converted from AU\$26.25 at the spot rate on the date of the transaction.

**Signatures**

/s/ Lauren Farrell

\*\* Signature of Reporting Person

04/30/2012

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.**