

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**
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REPORTING OWNER

Wood Larry L

CIK: **1440660**

Type: **4** | Act: **34** | File No.: **001-15525** | Film No.: **13852811**

Mailing Address
C/O EDWARDS
LIFESCIENCES
CORPORATION
ONE EDWARDS WAY
IRVINE CA 92614

ISSUER

Edwards Lifesciences Corp

CIK: **1099800** | IRS No.: **364316614** | State of Incorp.: **DE** | Fiscal Year End: **1231**

SIC: **3842** Orthopedic, prosthetic & surgical appliances & supplies

Mailing Address
ONE EDWARDS WAY
IRVINE CA 92614

Business Address
ONE EDWARDS WAY
IRVINE CA 92614
9492502500

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	
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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 Wood Larry L			2. Issuer Name and Ticker or Trading Symbol Edwards Lifesciences Corp [EW]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CVP, THV Replacement		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2013					
ONE EDWARDS WAY			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)								
IRVINE, CA 92614								
(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)			

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
Employee Stock Option (Right to Acquire)	\$71.57	05/14/2013		A		47,400		05/14/2014 ⁽¹⁾	05/13/2020	Common Stock	47,400	\$ 0	47,400 ⁽²⁾	D	
Performance Rights	⁽³⁾	05/14/2013		A		6,400		⁽³⁾	03/31/2016	Common Stock	6,400 ⁽³⁾	\$ 0	6,400 ⁽³⁾	D	

Explanation of Responses:

- This option was granted on May 14, 2013 under the Edwards Lifesciences Corporation Long-Term Stock Incentive Compensation Program and becomes exercisable commencing one year after the grant date in four equal annual installments.
- This Form 4 reflects changes in beneficial ownership only; it does not identify other securities of the Issuer beneficially owned by the reporting person.
- Reflects the target number of shares (the Target Award) covered by unvested Restricted Stock Units granted on May 14, 2013. The number of shares issuable at vesting will depend upon achievement of the performance goals and will range from zero percent (0%) of the Target Award to one hundred seventy five percent (175%) of the Target Award.

Signatures

/s/ Denise E. Botticelli, Attorney-in-Fact

** 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.