

BOLT WILLIAM J
Form 4
May 31, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BOLT WILLIAM J

2. Issuer Name and Ticker or Trading Symbol
ABIOMED INC [ABMD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O ABIOMED, INC., 22 CHERRY HILL DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
05/24/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, QA and Regulatory Affairs

(Street)
DANVERS, MA 01923

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, \$.01 par value | 05/24/2011 | | A | 9,000 (7) | A \$ 0 98,394 (8) | D | |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) ⁽²⁾ | \$ 15.563 | | | | | 06/28/2004 ⁽¹⁾ 06/28/2010 | Common Stock | 40,000 |
| Stock Option (right to buy) ⁽³⁾ | \$ 24.12 | | | | | 06/22/2005 ⁽¹⁾ 06/22/2011 | Common Stock | 25,000 |
| Stock Option (right to buy) ⁽³⁾ | \$ 6.75 | | | | | 06/25/2004 ⁽¹⁾ 06/25/2012 | Common Stock | 50,000 |
| Stock Option (right to buy) ⁽²⁾ | \$ 5.11 | | | | | 06/25/2005 ⁽¹⁾ 06/25/2013 | Common Stock | 16,000 |
| Stock Option (right to buy) ⁽³⁾ | \$ 12.3 | | | | | 07/01/2005 ⁽⁴⁾ 07/01/2014 | Common Stock | 18,000 |
| Stock Option (right to buy) ⁽³⁾ | \$ 9.36 | | | | | 06/08/2006 ⁽⁴⁾ 06/08/2015 | Common Stock | 30,000 |
| Stock Option (right to buy) ⁽³⁾ | \$ 13.57 | | | | | 06/01/2007 ⁽⁴⁾ 06/01/2016 | Common Stock | 20,000 |
| Stock Option (right to buy) ⁽³⁾ | \$ 11.27 | | | | | 05/30/2008 ⁽⁴⁾ 05/30/2017 | Common Stock | 8,000 |
| | \$ 13.8 | | | | | 05/23/2009 ⁽⁴⁾ 05/23/2018 | | 9,666 |

| | | | | | |
|--|----------|---------------------------|------------|--------------|--------|
| Stock option (right to buy) ⁽³⁾ | | | | Common Stock | |
| Stock Option (right to buy) ⁽⁵⁾ | \$ 5.86 | 05/28/2010 ⁽⁴⁾ | 05/28/2019 | Common Stock | 50,000 |
| Stock Option (right to buy) ⁽⁵⁾ | \$ 5.86 | 03/31/2010 ⁽⁶⁾ | 05/28/2019 | Common Stock | 18,000 |
| Stock Option (right to buy) ⁽⁵⁾ | \$ 10.03 | 06/03/2011 ⁽⁴⁾ | 06/03/2020 | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BOLT WILLIAM J C/O ABIOMED, INC. 22 CHERRY HILL DRIVE DANVERS, MA 01923 | | | SVP, QA and Regulatory Affairs | |

Signatures

/s/ Ian W. McLeod (by power of attorney) 05/31/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Options were fully exercisable on the date shown.
- (2) Grant to reporting person of this option to buy the number of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 1998 Equity Incentive Plan.
- (3) Grant to reporting person of this option to buy the number of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 2000 Stock Incentive Plan.
- (4) These options become exercisable in annual 25% increments, commencing on the date shown in Table II, Column 6.
- (5) Grant to reporting person of this option to buy the number of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 2008 Stock Incentive Plan.
- (6) These options became fully exercisable on March 31, 2010.
- (7) Represents the grant of a performance share award for restricted stock units pursuant to which one third of the shares will be issued to the reporting person on each of May 26, 2012, May 23, 2013 and May 26, 2014, so long as he continues to be employed by the issuer on the vesting dates. In addition, additional performance share award of up to 14,000 restricted stock units was granted to the reporting person

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on May 26, 2011 with double trigger vesting pursuant to which 2012 revenue performance will determine whether 0%, 50% 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 26, 2013 and the other half of the units eligible for vesting will vest on May 26, 2014.

- (8) Includes 9,000 shares represented by a performance share award for restricted stock units pursuant to which one third of the shares will be issued to the reporting person on each of May 26, 2012, May 26, 2013 and May 26, 2014, so long as he continues to be employed by the issuer on the vesting dates.

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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