

Edwards Lifesciences Corp  
 Form 4  
 December 06, 2011

**FORM 4**

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

OMB APPROVAL

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

**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 \*  
**MUSSALLEM MICHAEL A**

(Last) (First) (Middle)

**ONE EDWARDS WAY**

(Street)

**IRVINE, CA 92614**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Edwards Lifesciences Corp [EW]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**12/05/2011**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman & CEO**

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

**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 or Price		
Common Stock	12/05/2011		M <sup>(1)</sup>		19,846 A \$ 13.005	280,934 <sup>(2)</sup>	D
Common Stock	12/05/2011		M <sup>(1)</sup>		15,154 A \$ 22.95	296,088 <sup>(2)</sup>	D
Common Stock	12/05/2011		S <sup>(1)</sup>		19,846 D \$ 65.75 <sup>(3)</sup>	276,242 <sup>(2)</sup>	D
Common Stock	12/05/2011		S <sup>(1)</sup>		15,154 D \$ 65.74 <sup>(4)</sup>	261,088 <sup>(2)</sup>	D
Common Stock						61,954	I 401(k) <sup>(5)</sup>



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- (1) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 29, 2010.
- (2) This Form 4 reflects changes in beneficial ownership only; it does not identify other securities of the issuer beneficially owned by the reporting person.

The transaction was executed in multiple trades at prices ranging from \$65.42 to \$66.00. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) The transaction was executed in multiple trades at prices ranging from \$65.42 to \$66.00. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (4) The transaction was executed in multiple trades at prices ranging from \$65.42 to \$66.00. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (5) Shares represented on the most recent statement of the 401(k) Plan Administrator where a unitized accounting procedure is utilized to convert the equities to share equivalents.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.