Weber David M Form 4 May 31, 2011

FORM 4

Section 16.

Form 4 or

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Weber David M

2. Issuer Name and Ticker or Trading Symbol

ABIOMED INC [ABMD]

(First) (Middle) (Last)

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

C/O ABIOMED, INC., 22 CHERRY HILL DRIVE

(Street)

05/26/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Director 10% Owner

X_ Officer (give title Other (specify below) below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

Common Stock, \$.01 05/26/2011 par value

DANVERS, MA 01923

12,000 Α (5)

\$0 145,723 (6)

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

(9-02)

Edgar Filing: Weber David M - Form 4

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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and A Underlying S (Instr. 3 and	ecurities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) (1)	\$ 13.88					04/23/2008(2)	04/23/2017	Common Stock	130,000
Stock Option (right to buy) (1)	\$ 13.8					05/23/2009(2)	05/23/2018	Common Stock	12,000
Stock Option (right to buy) (3)	\$ 5.86					05/28/2010(2)	05/28/2019	Common Stock	87,000
Stock Options (right to buy) (3)	\$ 5.86					03/31/2010(4)	05/28/2019	Common Stock	34,500
Stock Option (right to buy) (3)	\$ 10.03					06/03/2011(2)	06/03/2020	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Weber David M C/O ABIOMED, INC. 22 CHERRY HILL DRIVE DANVERS, MA 01923			Chief Operating Officer			
Signatures						

Signatures

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

**Signature of Reporting Person Date

Reporting Owners 2

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) 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. 2000 Stock Incentive Plan.
- (2) This option becomes exercisable in annual 25% increments, commencing on the date shown in Table II, Column 6.
- (3) 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.
- (4) These options became exerciseable in full on March 31, 2010.
 - 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 18,000 restricted stock units was granted to the reporting person 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.
- Includes 12,000 shares represented by a performance share award for restricted stock units pursuant to which one third of the shares will (6) 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. 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.