

Greenfield Andrew J  
 Form 4  
 February 08, 2012

**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 \*  
 Greenfield Andrew 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)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/06/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

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

VP Healthcare Solutions

(Street)

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

DANVERS, MA 01923

(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  | (D)  | Price   |
| Common Stock, \$.01 par value   | 02/06/2012                           |  | M                              |   | 20,000  | A  | \$ 5.86   |
|                                 |                                      |  |                                |   | 75,524 <sup>(6)</sup>   | D  |   |
| Common Stock, \$.01 par value   | 02/06/2012                           |  | S <sup>(7)</sup>               |   | 20,000  | D  | \$ 23.0677 <sup>(8)</sup>                             |
|                                 |                                      |  |                                |   | 55,524 <sup>(6)</sup>   | D  |   |

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

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SEC 1474 (9-02)

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)

| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Stock Option (right to buy) <sup>(1)</sup> | \$ 14.98   |                                      |  |                                |   | 01/04/2006 <sup>(3)</sup> 01/04/2015                     | Common Stock 30,000   |
| Stock Option (right to buy) <sup>(2)</sup> | \$ 9.36  |                                      |  |                                |   | 06/08/2006 <sup>(3)</sup> 06/08/2015                     | Common Stock 20,000   |
| Stock Option (right to buy) <sup>(2)</sup> | \$ 8.77  |                                      |  |                                |   | 11/16/2006 <sup>(3)</sup> 11/16/2015                     | Common Stock 15,000   |
| Stock Option (right to buy) <sup>(2)</sup> | \$ 13.57   |                                      |  |                                |   | 06/01/2007 <sup>(3)</sup> 06/01/2016                     | Common Stock 40,000   |
| Stock Option (right to buy) <sup>(2)</sup> | \$ 11.27   |                                      |  |                                |   | 05/30/2008 <sup>(3)</sup> 05/30/2017                     | Common Stock 10,000   |
| Stock Option (right to buy) <sup>(2)</sup> | \$ 13.8  |                                      |  |                                |   | 05/23/2009 <sup>(3)</sup> 05/23/2018                     | Common Stock 9,000  |
| Stock Option (right to buy) <sup>(4)</sup> | \$ 5.86  | 02/06/2012                           |  | M                              | 20,000  | 05/28/2010 <sup>(3)</sup> 05/28/2019                     | Common Stock 20,000   |
| Stock Option                               | \$ 5.86  |                                      |  |                                |   | 03/31/2010 <sup>(5)</sup> 05/28/2019                     | Common Stock 30,000   |

(right to buy) (4)

Stock Option (right to buy) (4)

\$ 10.03

06/03/2011<sup>(3)</sup> 06/03/2020

Common Stock 25,000

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Greenfield Andrew J<br>C/O ABIOMED, INC.<br>22 CHERRY HILL DRIVE<br>DANVERS, MA 01923 |               |           | VP Healthcare Solutions |       |

## Signatures

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

02/08/2012

\_\_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) Grant to reporting person of option to buy shares of Common Stock under ABIOMED, Inc. 1998 Equity Incentive Plan.
- (2) Grant to reporting person of option to buy shares of Common Stock under ABIOMED, Inc. 2000 Stock Incentive Plan.
- (3) These options become exercisable in annual 25% increments commencing on the date shown in Table II, Column 6.
- (4) Grant to reporting person of option to buy shares of Common Stock under ABIOMED, Inc. 2008 Stock Incentive Plan.
- (5) These options became exerciseable in full on March 31, 2010.

Includes 7,000 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.

- (7) Sale of common stock pursuant to reporting owner's 10b5-1 plan.

This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$23.00 and \$23.17. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the issuer, or a security holder of the issuer.

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.