

ABIOMED INC

Form 4

November 18, 2004

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RABE EUGENE D

(Last) (First) (Middle)

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

(Street)

DANVERS, MA 01923

(City) (State) (Zip)

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

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

11/17/2004

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

VP, U.S. Sales

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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)
Common Stock, \$.01 par value	11/17/2004		M	10,000 (11)	A \$ 5.75 10,000	D	
Common Stock, \$.01 par value	11/17/2004		M	35,000 (11)	A \$ 6.813 45,000	D	
Common Stock, \$.01 par value	11/17/2004		M	5,000 (11)	A \$ 6.688 50,000	D	

Common  
Stock,  
\$.01 par  
value

11/17/2004

S

50,000  
(11)

D

\$ 16.545 0

D

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

**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 control number.**

SEC 1474  
(9-02)

**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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) <u>(2)</u>	\$ 5.75	11/17/2004		M	10,000 <u>(11)</u>	05/27/2002 <u>(1)</u>	05/27/2007	Common Stock	10,000
Stock Option (right to buy) <u>(2)</u>	\$ 6.813	11/17/2004		M	35,000 <u>(11)</u>	07/01/2000 <u>(5)</u>	07/01/2008	Common Stock	35,000
Stock Option (right to buy) <u>(3)</u>	\$ 6.688	11/17/2004		M <u>(11)</u>	5,000	07/01/2001 <u>(6)</u>	07/01/2009	Common Stock	30,000
Stock Option (right to buy) <u>(3)</u>	\$ 15.563					06/28/2002 <u>(7)</u>	06/28/2010	Common Stock	40,000
Stock Option (right to buy) <u>(4)</u>	\$ 24.12					06/22/2003 <u>(8)</u>	06/22/2011	Common Stock	20,000
Stock Option (right to buy)	\$ 6.75					06/25/2004 <u>(9)</u>	06/25/2012	Common Stock	50,000

buy) <sup>(4)</sup>

Stock

Option

(right to

buy) <sup>(3)</sup>

\$ 5.11

06/25/2005<sup>(10)</sup>

06/25/2013

Common  
Stock

20,0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RABE EUGENE D C/O ABIOMED, INC. 22 CHERRY HILL DRIVE DANVERS, MA 01923			VP, U.S. Sales	

## Signatures

/s/ Charles B. Haaser  
(attorney-in-fact)

11/18/2004

\*\*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 shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 1992 Combination Stock Option Plan.
- (3) Grant to reporting person of this option to buy the number of shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 1998 Equity Incentive Plan.
- (4) Grant to reporting person of this 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.
- (5) The option becomes exercisable in annual 25% installments commencing on the date shown in Table II, Column 6.
- (6) Thirty percent of this option will become exercisable on each of 7/1/01 and 7/1/02 and an additional 40 percent will become exercisable on 7/1/03.
- (7) Thirty percent of this option will become exercisable on each of 6/28/02 and 6/28/03 and an additional 40 percent will become exercisable on 6/28/04.
- (8) Thirty percent of this option will become exercisable on each of 6/22/03 and 6/22/04 and an additional 40 percent will become exercisable on 6/22/05.
- (9) Thirty percent of this option will become exercisable on each of 6/25/04 and 6/25/05 and an additional 40 percent will become exercisable on 6/25/06.
- (10) Thirty percent of this option will become exercisable on each of 6/25/05 and 6/25/06 and an additional 40 percent will become exercisable on 6/25/07.
- (11) Stock was acquired and sold pursuant to a Sales Plan compliant with the requirements of SEC Rule 10b5-1.

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.