**ABIOMED INC** Form 4 March 02, 2010

## FORM 4

#### **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

Washington, D.C. 20549

January 31, Expires: 2005

**SECURITIES** 

Estimated average burden hours per

Form 5 obligations may continue. See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person <sup>*</sup> ΓERMEER HENRI A			2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
			ABIOMED INC [ABMD]				(Check all applicable)			
(Last)	(First)	(Middle)	3. Date	of Earliest 7	Γransaction					
C/O ABION	MED, INC., 22 C E	CHERRY	(Month/ 02/26/2	Day/Year) 2010			X Director Officer (giv below)	ve title1 below)	0% Owner Other (specify	
	(Street)		4. If Am	endment, I	Date Original		6. Individual or	Joint/Group F	iling(Check	
DANVERS	, MA 01923		Filed(Mo	onth/Day/Ye	ar)			One Reporting More than One		
	,						Person			
(City)	(State)	(Zip)	Tal	ole I - Non-	Derivative Securities	Acqu	ired, Disposed	of, or Benefic	ially Owned	
1.Title of Security	2. Transaction Date (Month/Day/Year)			3. Transactio	4. Securities Acquired or (A) or Disposed of (D		5. Amount of Securities	6. Ownership	7. Nature of Indirect	

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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, \$0.01 par value							58,647	D	
Common Stock, \$.01 par value	02/26/2010		S	25,000	D	\$ 10.17	2,046,231	I	By Genzyme Corporation

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 (9-02)required to respond unless the form

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# 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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			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) (1)	\$ 19.69					08/09/2001(2)	08/09/2010	Common Stock	5,000
Stock Option (right to buy) (1)	\$ 18.4					08/08/2002(2)	08/08/2012	Common Stock	5,000
Stock Option (right to buy) (1)	\$ 4.71					08/06/2003(2)	08/06/2013	Common Stock	5,000
Stock Option (right to buy) (1)	\$ 5.15					08/13/2004(2)	08/13/2014	Common Stock	5,000
Stock Option (right to buy) (4)	\$ 10.41					08/11/2005(2)	08/11/2014	Common Stock	8,000
Stock Option (right to buy) (4)	\$ 10.06					08/09/2006(2)	08/10/2015	Common Stock	8,000
Stock Option (right to buy) (4)	\$ 13.21					08/08/2007(2)	08/09/2016	Common Stock	8,000

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Stock option (right to buy) (4)	\$ 12.69	08/13/2008(2)	08/08/2017	Common Stock	8,000
Stock Option (right to buy) (5)	\$ 18.63	08/12/2009(2)	08/13/2018	Common Stock	8,000
Stock Option (right to buy) (5)	\$ 7.67	08/11/2010(2)	08/12/2019	Common Stock	12,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Topolong of the Fund of Fund of	Director	10% Owner	Officer	Other			
TERMEER HENRI A C/O ABIOMED, INC. 22 CHERRY HILL DRIVE DANVERS, MA 01923	X						

## **Signatures**

/s/ Ian W. McLeod (by power of attorney) 03/02/2010

\*\*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).
- 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. 1989 Non-Qualified Stock Option Plan for Non-Employee Directors.
- (2) This option becomes exercisable in full on the date set forth in Table II, Column 6.
- The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purposes of Section 16 or for any other purposes. The reporting person is the Chief Executive Officer of Genzyme Corporation.
- (4) 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.
- (5) Grant to reporting person of option to buy shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 2008 Stock Incentive Plan.

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.

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