

ICU MEDICAL INC/DE
Form 4
September 13, 2016

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

OMB APPROVAL

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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 *
Lamb Scott E

(Last) (First) (Middle)

951 CALLE AMANECER

(Street)

SAN CLEMENTE, CA 92673

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ICU MEDICAL INC/DE [ICUI]

3. Date of Earliest Transaction
(Month/Day/Year)
09/12/2016

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)

Chief Financial Officer,

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 09/12/2016 | | X | | 14,676 | A | \$ 43.62 |
| Common Stock | 09/12/2016 | | S ⁽¹⁾ | | 12,490 | D | \$ 121.748 ⁽²⁾ |
| Common Stock | 09/12/2016 | | S ⁽¹⁾ | | 2,186 | D | \$ 122.0838 ⁽³⁾ |
| Common Stock | 09/12/2016 | | X | | 13,850 | A | \$ 43.12 |
| Common Stock | 09/12/2016 | | S ⁽¹⁾ | | 11,150 | D | \$ 7,081 |
| | | | | | | | 121.6916 |

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| | | | | | | | |
|--------------|------------|------------------|-------|---|-------------------|-------|---|
| | | | | | (4) | | |
| Common Stock | 09/12/2016 | S ⁽¹⁾ | 2,700 | D | \$ 122.075 (5) | 4,381 | D |

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

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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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 43.12 | 09/12/2016 | | X | 13,850 | (6) 02/02/2021 | Common Stock | 13,850 |
| Non-Qualified Stock Option (right to buy) | \$ 43.62 | 09/12/2016 | | X | 14,676 | (6) 07/20/2021 | Common Stock | 14,676 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lamb Scott E 951 CALLE AMANECER SAN CLEMENTE, CA 92673 | | | Chief Financial Officer, | |

Signatures

By: Paula Darbyshire For: Scott E.

Lamb 09/13/2016

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 Plan adopted by the reporting person on August 11, 2016.

(2) The price reported in Column 4 is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$121.04 to \$122.02, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

(3) The price reported in Column 4 is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$122.04 to \$122.24, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

(4) The price reported in Column 4 is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$121.00 to \$121.99, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

(5) The price reported in Column 4 is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$122.01 to \$122.18, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

(6) Options vest and are exercisable as to 25% of the underlying grant one year after the date of grant and in equal monthly installments thereafter for three additional years.

(7) Transaction is the exercise of a derivative security; see Column 2.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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