

KOVALCHIK MICHAEL T
Form 4
May 23, 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 *
KOVALCHIK MICHAEL T

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
951 CALLE AMANECER
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/21/2012

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

SAN CLEMENTE, CA 92673
(City) (State) (Zip)

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

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	05/21/2012		X	A	\$ 28.635 4,637	D	
Common Stock	05/21/2012		S	D	\$ 52.2993 2,762 <u>(1)</u>	D	
Common Stock	05/21/2012		X	A	\$ 30.625 4,637	D	
Common Stock	05/21/2012		S	D	\$ 52.2993 2,762 <u>(1)</u>	D	
Common Stock	05/21/2012		X	A	\$ 4,637	D	

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Stock					28.8133		
Common Stock	05/21/2012		S	1,875	D	\$ 52.68 (2)	2,762 D
Common Stock	05/21/2012		X	1,875	A	\$ 30.295	4,637 D
Common Stock	05/21/2012		S	1,875	D	\$ 52.2993 (1)	2,762 D

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

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(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 of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 28.635	05/21/2012		X	1,875	02/16/2004 08/16/2014	Common Stock	1,875
Non-Qualified Stock Option (right to buy)	\$ 28.8133	05/21/2012		X	1,875	05/02/2002 11/02/2012	Common Stock	1,875
Non-Qualified Stock Option (right to buy)	\$ 30.295	05/21/2012		X	1,875	08/16/2003 02/06/2014	Common Stock	1,875
Non-Qualified Stock Option (right to buy)	\$ 30.625	05/21/2012		X	1,875	11/16/2003 05/16/2014	Common Stock	1,875

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

KOVALCHIK MICHAEL T
951 CALLE AMANECER X
SAN CLEMENTE, CA 92673

Signatures

By: Lynn DeMartini For: Michael T. Kovalchik, III,
M.D.

05/23/2012

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.00 to \$52.5601, 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 price within the range set forth in this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.60 to \$52.75, 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 price within the range set forth in this Form 4.

(3) 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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