ICU MEDICAL INC/DE

Form 4

February 08, 2016

FORM 4

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

(Middle)

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **BURCAR ALISON D**

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

ICU MEDICAL INC/DE [ICUI]

(Check all applicable) Director

10% Owner

951 CALLE AMANECER

3. Date of Earliest Transaction

(Month/Day/Year) 02/05/2016

X_ Officer (give title Other (specify below) below)

Vice President and Gen'l Mgr.

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

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

SAN CLEMENTE, CA 92673

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned

Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4) (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

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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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number Transaction Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. **Underlying Securities** D (Instr. 3 and 4) Se

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	(A E (J (J	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock (1)	\$ 0 (2)	02/05/2016		A	3	3,643		(3)	12/31/2018	Common Stock	3,643	
Common Stock (1)	\$ 0 (2)	02/05/2016		A	3	3,643		<u>(4)</u>	02/05/2019	Common Stock	3,643	

Reporting Owners

Reporting Owner Name / Address	Keiationsinps						
	Director	10% Owner	Officer	Other			

BURCAR ALISON D 951 CALLE AMANECER SAN CLEMENTE, CA 92673

Vice President and Gen'l Mgr.

Signatures

By: Paula Darbyshire For: Alison D.
Burcar
02/08/2016

**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) These securities are Restricted Stock Units.
- (2) There is neither a purchase price nor an exercise price for the Restricted Stock Units.

The vesting for this performance-based restricted stock unit ("PRSU") award is dependent upon the reporting person's earning PRSUs based on the achievement of performance criteria related to the Company's fiscal year 2018 Adjusted EBITDA per share CAGR in

- (3) comparison to the fiscal year 2015 Adjusted EBITDA per weighted average basic share. The number of shares reported is the target award amount. The reporting person may potentially earn PRSUs ranging from 100% to 300% of the target award amount. The shares subject to the actual earned PRSU award will vest prior to March 15, 2019, the determination date, based on certification of the achievement of the performance criteria.
- (4) One third of the Units subject to the award shall vest on each of the first, second, and third anniversaries of the grant date.

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.

Reporting Owners 2