

Cardiovascular Systems Inc
Form 4
November 13, 2013

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Koehn Paul A

(Last) (First) (Middle)

651 CAMPUS DRIVE

(Street)

ST. PAUL, MN 55112

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Cardiovascular Systems Inc [CSII]

3. Date of Earliest Transaction
(Month/Day/Year)
11/11/2013

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)

SVP Quality & Operations

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/11/2013		X		940	A	\$ 8.83 60,014
Common Stock	11/11/2013		S ⁽¹⁾		280	D	\$ 29.67 59,734

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 Securities (Instr. 3 and 4)		8. F
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 8.83					(2)	04/17/2017	Common Stock	35,585	
Stock Option (right to buy)	\$ 8.83					(2)	04/17/2017	Common Stock	1,294	
Stock Option (right to buy)	\$ 7.9					(2)	06/11/2017	Common Stock	8,087	
Stock Option (right to buy)	\$ 7.9					(2)	10/08/2017	Common Stock	12,940	
Stock Option (right to buy)	\$ 12.15					(2)	12/11/2017	Common Stock	32,350	
Stock Option (right to buy)	\$ 8.75					(2)	03/01/2019	Common Stock	8,087	
Warrant	\$ 8.83	11/11/2013		X	940	02/25/2009	02/24/2014	Common Stock	940	

Reporting Owners

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

Koehn Paul A
651 CAMPUS DRIVE
ST. PAUL, MN 55112

SVP Quality & Operations

Signatures

/s/ Alexander Rosenstein as Attorney-in-Fact for Paul Koehn pursuant to Power of Attorney
previously filed.

11/13/2013

__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).

On November 11, 2013, the reporting person exercised a warrant to purchase 940 shares of Cardiovascular Systems, Inc. ("CSI")

(1) common stock for \$8.83 a share. The reporting person paid the exercise price on a cashless basis, resulting in CSI's withholding of 280 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 660 shares.

(2) Fully exercisable.

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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