MINOGUE MICHAEL R

Form 4 March 24, 2011

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

Form 4 or 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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * MINOGUE MICHAEL R

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

ABIOMED INC [ABMD]

(Check all applicable)

C/O ABIOMED, INC..., 22

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

10% Owner Other (specify X_ Officer (give title

CHERRY HILL DRIVE

4. If Amendment, Date Original

President, CEO, Chairman 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

03/22/2011

Applicable Line)

_X__ Director

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

DANVERS, MA 01923

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securit ord Dispos (Instr. 3,	ed of	` ′	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, \$.01 par value	02/22/2011		S	1,400 (8)	D	\$ 14.5157 (9)	259,691	D	
Common Stock, \$.01 par value	02/23/2011		S	15,800 (8)	D	\$ 14.5055 (10)	243,891	D	

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)

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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. 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)	\$ 9.05					04/05/2005(4)	04/05/2014	Common Stock	100,000
Stock Option (right to buy) (2)	\$ 9.05					04/05/2005(4)	04/05/2014	Common Stock	192,200
Stock Option (right to buy) (3)	\$ 9.05					04/05/2005(4)	04/05/2014	Common Stock	100,000
Stock Option (right to buy) (2)	\$ 9.36					06/08/2006(4)	06/08/2015	Common Stock	100,000
Stock Option (right to buy) (2)	\$ 13.57					06/01/2007(4)	06/01/2016	Common Stock	260,000
Stock Option (right to buy) (2)	\$ 11.27					05/30/2008(4)	05/30/2017	Common Stock	85,000
Stock Option (right to buy) (2)	\$ 13.8					05/23/2009(4)	05/23/2018	Common Stock	43,333

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Stock Option (right to buy) (6)	\$ 18.63	06/15/2009(5)	08/13/2018	Common Stock	93,750
Stock Option (right to buy) (5)	\$ 5.86	05/28/2010(4)	05/28/2019	Common Stock	148,000
Stock Option (right to buy) (5)	\$ 5.86	03/31/2010(7)	05/28/2019	Common Stock	130,500
Stock Option (right to buy) (5)	\$ 10.03	06/03/2011(4)	06/03/2020	Common Stock	105,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 0	Director	10% Owner	Officer	Other		
MINOGUE MICHAEL R C/O ABIOMED, INC., 22 CHERRY HILL DRIVE	X		President, CEO, Chairman			
DANVERS, MA 01923						

Signatures

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

**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) Grant to reporting person of option to buy shares of Common Stock under the ABIOMED, Inc. 1998 Equity Incentive Plan.
- (2) Grant to reporting person of option to buy shares of Common Stock under the ABIOMED, Inc. 2000 Stock Incentive Plan.
- (3) Grant to reporting person of inducement option to buy shares of Common Stock under NASDAQ Marketplace Rule 4350. These options were granted outside of the Company's established stock option plans.
- (4) These options become exercisable in annual 25% increments, commencing on the date shown in Table II, Column 6.
- (5) 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. 2008 Stock Incentive Plan.
- (6) These options become exercisable based on the achievement of certain performance milestones.
- (7) These options become exerciseable upon the achievement of a certain performance milestone, based on the results of Abiomed's fiscal year ended March 31, 2010.

(8) Sale of common stock pursuant to reporting owner's 10b-5 plan dated 11/25/2009.

Reporting Owners 3

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- This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$14.50 and \$14.54 Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.
- This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between (10) \$14.5034 and \$14.58. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.

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.