EDWARDS LIFESCIENCES CORP
Form 4
August 03, 2006

FORM 4

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

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
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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MUSSALLEM MICHAEL A

(Last) (First) (Middle)

C/O EDWARDS LIFESCIENCES CORPORATION, ONE EDWARDS WAY

(Street)

IRVINE, CA 92614

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
EDWARDS LIFESCIENCES CORP [EW]

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2006

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman of the Board & CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/01/2006		M(1)		14,000	A	$ 10.1955	106,622 (2)	D	
Common Stock	08/01/2006		S(1)		300	D	$ 43.45	106,322 (2)	D	
Common Stock	08/01/2006		S(1)		200	D	$ 43.5	106,122 (2)	D	
Common Stock	08/01/2006		S(1)		2,400	D	$ 43.52	103,722 (2)	D	
	08/01/2006		S(1)		100	D	$ 43.53	103,622 (2)	D	

Common Stock							
Common Stock	08/01/2006	S[(1)]	600	D	$ 43.54	103,022 [(2)]	D
Common Stock	08/01/2006	S[(1)]	3,900	D	$ 43.55	99,122 [(2)]	D
Common Stock	08/01/2006	S[(1)]	400	D	$ 43.56	98,722 [(2)]	D
Common Stock	08/01/2006	S[(1)]	1,200	D	$ 43.57	97,522 [(2)]	D
Common Stock	08/01/2006	S[(1)]	300	D	$ 43.58	97,222 [(2)]	D
Common Stock	08/01/2006	S[(1)]	300	D	$ 43.59	96,922 [(2)]	D
Common Stock	08/01/2006	S[(1)]	100	D	$ 43.62	96,822 [(2)]	D
Common Stock	08/01/2006	S[(1)]	200	D	$ 43.63	96,622 [(2)]	D
Common Stock	08/01/2006	S[(1)]	100	D	$ 43.66	96,522 [(2)]	D
Common Stock	08/01/2006	S[(1)]	100	D	$ 43.73	96,422 [(2)]	D
Common Stock	08/01/2006	S[(1)]	300	D	$ 43.85	96,122 [(2)]	D
Common Stock	08/01/2006	S[(1)]	700	D	$ 43.86	95,422 [(2)]	D
Common Stock	08/01/2006	S[(1)]	200	D	$ 43.87	95,222 [(2)]	D
Common Stock	08/01/2006	S[(1)]	300	D	$ 43.88	94,922 [(2)]	D
Common Stock	08/01/2006	S[(1)]	100	D	$ 43.89	94,822 [(2)]	D
Common Stock	08/01/2006	S[(1)]	100	D	$ 43.91	94,722 [(2)]	D
Common Stock	08/01/2006	S[(1)]	300	D	$ 43.92	94,422 [(2)]	D
Common Stock	08/01/2006	S[(1)]	100	D	$ 44	94,322 [(2)]	D
Common Stock	08/01/2006	S[(1)]	100	D	$ 44.08	94,222 [(2)]	D
	08/01/2006	S[(1)]	1,600	D	$ 44.09	92,622 [(2)]	D

Common Stock				
Common Stock		32,434	I	By 401(k) (3)

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 Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Employee Stock Option (Right to Aquire)	$ 10.1955	08/01/2006		M(1)			14,000	11/18/2000	11/18/2007	Common Stock	14,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MUSSALLEM MICHAEL A C/O EDWARDS LIFESCIENCES CORPORATION ONE EDWARDS WAY IRVINE, CA 92614	X		Chairman of the Board & CEO	

Signatures

/s/ Jay P. Wertheim, Attorney-in-fact	08/03/2006
**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 transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 16, 2006.

(2) This Form 4 reflects changes in beneficial ownership only; it does not identify other securities of the Issuer beneficially owned by the reporting person.

(3) Shares represented on the most recent statement of the 401(k) Plan Administrator where a unitized accounting procedure is utilized to convert the equities to share equivalents.

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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