

Howley Michael G  
Form 4  
September 26, 2018

**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 \*  
Howley Michael G

2. Issuer Name and Ticker or Trading Symbol  
ABIOMED INC [ABMD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
09/25/2018

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

VP, Global Sales & Marketing

C/O ABIOMED, INC., 22 CHERRY HILL DRIVE

(Street)

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

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. 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 or (D) Price   |  |   |
| Common Stock, \$.01 par value   | 09/25/2018                           |  | M <sup>(5)</sup>               |   | 10,000<br>(5) \$ 23.15  | 60,492   | D   |
| Common Stock, \$.01 par value   | 09/25/2018                           |  | S <sup>(6)</sup>               |   | 5,000<br>(6) \$ 425   | 55,492   | D   |
| Common Stock, \$.01 par value   | 09/25/2018                           |  | S <sup>(6)</sup>               |   | 5,000<br>(6) \$ 440   | 50,492   | D   |
| Common Stock, \$.01             |                                      |  |                                |   |   | 2,500  | I By Trust  |

par value

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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy) <sup>(1)</sup> | \$ 21.55   |                                      |  |                                |   | 05/14/2015 <sup>(3)</sup> 05/14/2024                     | Common Stock  | 0                          |
| Stock Option (Right to Buy) <sup>(1)</sup> | \$ 23.15   | 09/25/2018                           |  | M <sup>(5)</sup>               | 10,000 <sup>(5)</sup>   | 05/14/2014 <sup>(2)</sup> 05/14/2023                     | Common Stock  | 0                          |
| Stock Option (Right to Buy) <sup>(1)</sup> | \$ 66.25   |                                      |  |                                |   | 05/13/2016 <sup>(3)</sup> 05/13/2025                     | Common Stock  | 0                          |
| Stock Option (Right to Buy) <sup>(4)</sup> | \$ 99.62   |                                      |  |                                |   | 05/24/2017 <sup>(3)</sup> 05/24/2026                     | Common Stock  | 0                          |
| Stock Option (Right to Buy) <sup>(4)</sup> | \$ 134.51  |                                      |  |                                |   | 05/15/2018 <sup>(3)</sup> 05/15/2027                     | Common Stock  | 0                          |
| Stock Option (Right to Buy) <sup>(4)</sup> | \$ 381.97  |                                      |  |                                |   | 05/16/2019 <sup>(3)</sup> 05/16/2028                     | Common Stock  | 0                          |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| Howley Michael G<br>C/O ABIOMED, INC.<br>22 CHERRY HILL DRIVE<br>DANVERS, MA 01923 |               |           | VP, Global Sales & Marketing |       |

## Signatures

/s/ Ian W. McLeod (by power of attorney) 09/26/2018

\*\*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 the number of shares of common stock set forth on Table II, Column 7, under the Abiomed, Inc. 2008 Stock Incentive Plan.
- (2) These options become exercisable in annual 25% increments, commencing on the date shown forth in Table II, Column 6.
- (3) These options become exercisable in annual 33-1/3% increments, commencing on the date shown in Table II, Column 6.
- (4) 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. 2015 Omnibus Incentive Plan.
- (5) Exercise of stock options pursuant to reporting owner's 10b5-1 plan.
- (6) Sale of common stock pursuant to reporting owner's 10b5-1 plan.

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.