

Greenfield Andrew J
 Form 4
 February 08, 2011

FORM 4

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

OMB APPROVAL

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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 *
 Greenfield Andrew J

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)
 02/04/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

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

VP Healthcare Solutions

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, \$.01 par value | 02/04/2011 | | D | (A) or (D) 6,417 (6) | \$ 13 59,357 | D | |

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)

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| 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) <u>(1)</u> | \$ 14.98 | | | | | 01/04/2006 ⁽³⁾ 01/04/2015 | Common Stock | 30,000 |
| Stock Option (right to buy) <u>(2)</u> | \$ 9.36 | | | | | 06/08/2006 ⁽³⁾ 06/08/2015 | Common Stock | 20,000 |
| Stock Option (right to buy) <u>(2)</u> | \$ 8.77 | | | | | 11/16/2006 ⁽³⁾ 11/16/2015 | Common Stock | 15,000 |
| Stock Option (right to buy) <u>(2)</u> | \$ 13.57 | | | | | 06/01/2007 ⁽³⁾ 06/01/2016 | Common Stock | 40,000 |
| Stock Option (right to buy) <u>(2)</u> | \$ 11.27 | | | | | 05/30/2008 ⁽³⁾ 05/30/2017 | Common Stock | 10,000 |
| Stock Option (right to buy) <u>(2)</u> | \$ 13.8 | | | | | 05/23/2009 ⁽³⁾ 05/23/2018 | Common Stock | 9,000 |
| Stock Option (right to buy) <u>(4)</u> | \$ 5.86 | | | | | 05/28/2010 ⁽³⁾ 05/28/2019 | Common Stock | 50,000 |
| Stock Option (right to buy) <u>(4)</u> | \$ 5.86 | | | | | 03/31/2010 ⁽⁵⁾ 05/28/2019 | Common Stock | 30,000 |
| | \$ 10.03 | | | | | 06/03/2011 ⁽³⁾ 06/03/2020 | | 25,000 |

Stock
Option
(right to
buy) (4)

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Greenfield Andrew J C/O ABIOMED, INC. 22 CHERRY HILL DRIVE DANVERS, MA 01923 | | | VP Healthcare Solutions | |

Signatures

/s/ Ian W. McLeod (by power of attorney) 02/08/2011

 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 ABIOMED, Inc. 1998 Equity Incentive Plan.
- (2) Grant to reporting person of option to buy shares of Common Stock under ABIOMED, Inc. 2000 Stock Incentive Plan.
- (3) These options become exercisable in annual 25% increments commencing on the date shown in Table II, Column 6.
- (4) Grant to reporting person of option to buy shares of Common Stock under ABIOMED, Inc. 2008 Stock Incentive Plan.
- (5) These options become exercisable upon the achievement of a certain performance milestone based on the results of Abiomed's fiscal year ended March 31, 2010.
- (6) Sale of common stock pursuant to reporting owner's 10b-5 plan dated 8/30/2010.

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.