MINOGUE MICHAEL R
Form 4
May 24, 2012

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 *
MINOGUE MICHAEL R

(Last) (First) (Middle)

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

(Street)

DANVERS, MA 01923

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/22/2012

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)
President, CEO, Chairman

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, $.01 par value	05/22/2012		A		17,000 (6)	A	$ 0	236,425	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)

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 Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Stock Option (right to buy) (1)	$ 9.36							06/08/2006(2)	06/08/2015	Common Stock	39,3
Stock Option (right to buy) (1)	$ 13.57							06/01/2007(2)	06/01/2016	Common Stock	260,(
Stock Option (right to buy) (1)	$ 11.27							05/30/2008(2)	05/30/2017	Common Stock	85,0
Stock Option (right to buy) (1)	$ 13.8							05/23/2009(2)	05/23/2018	Common Stock	43,3
Stock Option (right to buy) (3)	$ 18.63							06/15/2009(4)	08/13/2018	Common Stock	93,7
Stock Option (right to buy) (3)	$ 5.86							05/28/2010(2)	05/28/2019	Common Stock	37,0
Stock Option (right to buy) (3)	$ 5.86							03/31/2010(5)	05/28/2019	Common Stock	130,5
Stock Option (right to buy) (3)	$ 10.03							06/03/2011(2)	06/03/2020	Common Stock	105,(
Stock Option (Right to Buy) (3)	$ 22.44	05/22/2012		A		100,000		05/22/2013(2)	05/22/2022	Common Stock	100,(

Reporting Owners

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

Signatures

/s/ Ian W. McLeod (by power of attorney)	05/24/2012
**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. 2000 Stock Incentive Plan.

(2) These options become exercisable in annual 25% increments, commencing on the date shown in Table II, Column 6.

(3) 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.

(4) These options become exercisable based on the achievement of certain performance milestones.

(5) These options became exerciseable in full on March 31, 2010.

(6) Represents the grant of a share award for restricted stock units to which one third of the shares will be issued to the reporting person on each of May 22, 2013, May 22, 2014 and May 22, 2015, so long as he continues to be employeed by the issuer on the vesting dates. In addition, addtional performance share awards of up to 51,000 restricted stock units was granted to this reporting person on May 22, 2012 with double trigger vesting pursuant to fiscal 2013 financial performance will determine whether 0%, 33%, 67%, or 100% of the underlying restricted stock units are eligible for vesting at which point half of the units eligible for vesting will vest on May 22, 2014 and the other half of the units eligible for vesting will vest on May 22, 2015.

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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