

KUNG ROBERT T V
 Form 4
 June 05, 2006

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 *
 KUNG ROBERT T V

(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)
 06/01/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)

SVP, Chief Scientific Officer

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock, \$.01 par value | | | | (A) or (D) Code V Amount (D) Price | 87,060 | I | By Trust |
| Common Stock, \$.01 par value | | | | | 16,968 | I | By Trust |
| Common Stock, \$.01 par value | | | | | 100,200 | I | By Trust <u>(9)</u> <u>(10)</u> |

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) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) ⁽¹⁾ | \$ 6.813 | | | | | 07/01/2003 ⁽⁴⁾ | 07/01/2008 | Common Stock | 40,000 |
| Stock Option (right to buy) ⁽²⁾ | \$ 6.688 | | | | | 07/01/2001 ⁽⁵⁾ | 07/01/2009 | Common Stock | 20,000 |
| Stock Option (right to buy) ⁽²⁾ | \$ 15.563 | | | | | 06/28/2002 ⁽⁶⁾ | 06/28/2010 | Common Stock | 40,000 |
| Stock Option (right to buy) ⁽³⁾ | \$ 24.12 | | | | | 06/22/2003 ⁽⁷⁾ | 06/22/2011 | Common Stock | 20,000 |
| Stock Option (right to buy) ⁽³⁾ | \$ 6.75 | | | | | 06/25/2004 ⁽⁸⁾ | 06/25/2012 | Common Stock | 50,000 |
| Stock Option (right to buy) ⁽²⁾ | \$ 5.11 | | | | | 06/25/2005 ⁽¹¹⁾ | 06/25/2013 | Common Stock | 16,000 |
| Stock Option (right to buy) ⁽³⁾ | \$ 12.3 | | | | | 07/01/2005 ⁽¹²⁾ | 07/01/2014 | Common Stock | 20,000 |

| | | | | | | | | |
|-----------------------------------------------------|----------|------------|---|--------|----------------------------|------------|-----------------|--------|
| Stock Option (right to buy) ⁽³⁾ | \$ 9.36 | | | | 06/08/2006 ⁽¹²⁾ | 06/08/2015 | Common Stock | 20,000 |
| Stock Option (right to buy) ⁽³⁾ | \$ 13.57 | 06/01/2006 | A | 20,000 | 06/01/2007 ⁽¹²⁾ | 06/01/2016 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KUNG ROBERT T V C/O ABIOMED, INC. 22 CHERRY HILL DRIVE DANVERS, MA 01923 | | | SVP, Chief Scientific Officer | |

Signatures

/s/ Charles B. Haaser
(attorney-in-fact)

06/05/2006

 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) Grant to reporting person of option to buy number of shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 1992 Combination Stock Option Plan.
- (2) Grant to reporting person of option to buy number of shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 1998 Equity Incentive Plan.
- (3) Grant to reporting person of option to buy number of shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 2000 Stock Incentive Plan.
- (4) Options were fully exercisable on the date shown.
- (5) Thirty percent of this option will become exercisable on each of 7/1/01 and 7/1/02 and an additional 40 percent will become exercisable on 7/1/03
- (6) Thirty percent of this option will become exercisable on each of 6/28/02 and 6/28/03 and an additional 40 percent will become exercisable on 6/28/04.
- (7) Thirty percent of this option will become exercisable on each of 6/22/03 and 6/22/04 and an additional 40 percent will become exercisable on 6/22/05.
- (8) Thirty percent of this option will become exercisable on each of 6/25/04 and 6/25/05 and an additional 40 percent will become exercisable on 6/25/06.
- (9) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purposes of Section 16 or for any other purposes.
- (10) These shares are held in trust for the benefit of the reporting person's spouse.
- (11) Thirty percent of this option will become exercisable on each of 6/25/05 and 6/25/06 and an additional 40 percent will become exercisable on 6/25/07.

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

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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