

Howley Michael G
Form 4
May 31, 2011

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Howley Michael G

(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)
05/26/2011

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 ____ Other (specify
below) below)

VP, Global Sales & Marketing

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	05/26/2011		A	10,000 (4)	A \$ 0 62,500 (5)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

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.
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) ⁽¹⁾	\$ 5.23					03/05/2009 ⁽²⁾ 03/05/2019	Common Stock	5,000
Stock Option (right to buy) ⁽¹⁾	\$ 5.86					05/28/2010 ⁽²⁾ 05/28/2019	Common Stock	25,000
Stock Option (right to buy) ⁽¹⁾	\$ 5.86					03/31/2010 ⁽³⁾ 05/28/2019	Common Stock	15,000
Stock Option (right to buy) ⁽¹⁾	\$ 10.03					06/03/2011 ⁽²⁾ 06/03/2020	Common Stock	30,000

Reporting Owners

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

Signatures

/s/ Ian W. McLeod (by power of attorney) 05/31/2011

 **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 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 became exercisable in full on March 31, 2010.

Represents the grant of a performance share award for restricted stock units pursuant to which one third of the shares will be issued to the reporting person on each of May 26, 2012, May 26, 2013 and May 26, 2014, so long as he continues to be employed by the issuer on the vesting dates. In addition, an additional performance share award of up to 17,000 restricted stock units was granted to the reporting person on May 26, 2011 with double trigger vesting pursuant to which 2012 revenue performance will determine whether 0%, 50% 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 26, 2013 and the other half of the units eligible for vesting will vest on May 26, 2014

(4) Includes 10,000 shares represented by a performance share award for restricted stock units pursuant to which one third of the shares will be issued to the reporting person on each of May 26, 2012, May 26, 2013 and May 26, 2014, so long as he continues to be employed by the issuer on the vesting dates.

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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