

Greenfield Andrew J  
 Form 4  
 May 31, 2011

**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 \*  
 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)  
 05/26/2011

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

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

(Street)

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

VP Healthcare Solutions

DANVERS, MA 01923

(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, \$.01 par value	05/26/2011		A		7,000 (6) \$ 0 63,857 (7)	D	

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

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

Stock  
Option  
(right to  
buy) <sup>(4)</sup>

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) 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 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 became exerciseable 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 12,500 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.

- (7) Includes 7,000 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. 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.