

Howley Michael G
Form 4
May 16, 2013

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 *
Howley Michael G

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)
05/14/2013

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

VP, Global Sales & Marketing

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock, \$.01 par value | 05/14/2013 | | A | | 8,000 (4) \$ 0 | 76,122 | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option (Right to Buy) ⁽¹⁾ | \$ 5.23 | | | | | 03/05/2009 ⁽²⁾ 03/05/2019 | Common Stock 7,984 |
| 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 |
| Stock Option (Right to buy) ⁽¹⁾ | \$ 22.44 | | | | | 05/22/2013 ⁽²⁾ 05/22/2022 | Common Stock 25,000 |
| Stock Option (Right to Buy) ⁽¹⁾ | \$ 23.15 | 05/14/2013 | | A | 25,000 | 05/14/2014 ⁽²⁾ 05/14/2024 | Common Stock 25,000 |

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)

05/16/2013

__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 upon the achievement of a certain performance milestone.
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 14, 2014, May 14, 2015 and May 14, 2016, so long as he continues to be employed by the issuer on the vesting dates. In addition, performance share awards of up to 18,000 restricted units were granted to this reporting person on May 14, 2013, with double trigger vesting pursuant to fiscal 2014 financial performance to 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 14, 2015 and the other half of the units eligible for vesting will vest on May 14, 2016.

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.