LEDERMAN DAVID M
Form 4
January 19, 2005

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

## 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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(Print or Type Responses)

1. Name and Address of Reporting Person *
LEDERMAN DAVID M
(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)
01/18/2005

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director  _____ 10% Owner
_____ Officer (give title below)  _____ Other (specify below)

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 | | | | | | | | 793,779 | D | |
| Common Stock, $.01 par value | 01/18/2005 | | S | | 5,000 (7) | D | $ 11.7757 | 1,062,471 | I | By Wife (1) |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

SEC 1474 (9-02)

**displays a currently valid OMB control number.**

**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) | $ 7 | | | | | | | 07/12/2001 [(2)](#) | 07/12/2009 | Common Stock | 130,000 |
| Stock Option (right to buy) | $ 15.56 | | | | | | | 06/28/2002 [(3)](#) | 06/28/2010 | Common Stock | 100,000 |
| Stock Option (right to buy) | $ 24.12 | | | | | | | 06/22/2003 [(4)](#) | 06/22/2011 | Common Stock | 50,000 |
| Stock Option (right to buy) | $ 6.75 | | | | | | | 06/25/2004 [(5)](#) | 06/25/2012 | Common Stock | 50,000 |
| Stock Option (right to buy) | $ 12.3 | | | | | | | 07/01/2005 [(6)](#) | 07/01/2014 | Common Stock | 50,000 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| LEDERMAN DAVID M<br>C/O ABIOMED, INC.<br>22 CHERRY HILL DRIVE<br>DANVERS, MA 01923 | X | | | |

# Signatures

| | |
|---|---|
| /s/ Charles B. Haaser (attorney-in-fact) | 01/19/2005 |
| **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)** This 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 any other purposes.

**(2)** Grant to reporting person of option to buy 130,000 shares of Common Stock under ABIOMED, Inc. 1998 Equity Incentive Plan. The option will become exercisable in 25% annual increments beginning 7/12/01.

**(3)** Grant to reporting person of option to buy 100,000 shares of Common Stock under ABIOMED, Inc. 1998 Equity Incentive Plan. The option will become exercisable as follows: 30% will become exercisable on each of 6/28/02 and 6/28/03 and an additional 40% will become exercisable on 6/28/04.

**(4)** Grant to reporting person of option to buy 50,000 shares of Common Stock under the ABIOMED, Inc. 2000 Stock Incentive Plan. The option will become exercisable as follows: 30% will become exercisable on each of 6/22/03 and 6/22/04 and an additional 40% will become exercisable on 6/22/05.

**(5)** Grant to reporting person of option to buy 50,000 shares of Common Stock under the ABIOMED, Inc. 2000 Stock Incentive Plan. The option will become exercisable as follows: 30% will become exercisable on each of 6/25/04 and 6/25/05 and an additional 40% will become exercisable on 6/25/06.

**(6)** Grant to reporting person of option to buy 50,000 shares of Common Stock under the ABIOMED, Inc. 2000 Stock Incentive Plan. The option will become exercisable in annual 25% increments, commencing on the date shown in Table II, Column 6.

**(7)** Stock was sold pursuant to a Sales Plan compliant with the requirements of SEC Rule 10b5-1.

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.