Greenfield Andrew J
Form 4
November 07, 2011

FORM 4

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Greenfield Andrew J

(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)
11/04/2011

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 below) _____ Other (specify below)
VP Healthcare Solutions

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	11/04/2011		M		20,000	A	$ 5.86	75,524 (6)	D	
Common Stock, $.01 par value	11/04/2011		S(7)		20,000	D	$ 19	55,524 (6)	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)

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 o Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (right to buy) (1)	$ 14.98							01/04/2006(3)	01/04/2015	Common Stock	30,000
Stock Option (right to buy) (2)	$ 9.36							06/08/2006(3)	06/08/2015	Common Stock	20,000
Stock Option (right to buy) (2)	$ 8.77							11/16/2006(3)	11/16/2015	Common Stock	15,000
Stock Option (right to buy) (2)	$ 13.57							06/01/2007(3)	06/01/2016	Common Stock	40,000
Stock Option (right to buy) (2)	$ 11.27							05/30/2008(3)	05/30/2017	Common Stock	10,000
Stock Option (right to buy) (2)	$ 13.8							05/23/2009(3)	05/23/2018	Common Stock	9,000
Stock Option (right to buy) (4)	$ 5.86	11/04/2011		M			20,000	05/28/2010(3)	05/28/2019	Common Stock	20,000
Stock Option (right to buy) (4)	$ 5.86							03/31/2010(5)	05/28/2019	Common Stock	30,000
	$ 10.03							06/03/2011(3)	06/03/2020		25,000

Stock Option (right to buy) [4]		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)	11/07/2011
**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.

(6) 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.

(7) Sale of common stock pursuant to reporting owner's 10b5-1 plan.

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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