

ICU MEDICAL INC/DE  
Form 4  
September 13, 2016

**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 \*  
**RIGGS STEVEN**

2. Issuer Name and Ticker or Trading Symbol  
**ICU MEDICAL INC/DE [ICUI]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**951 CALLE AMANECER**

3. Date of Earliest Transaction (Month/Day/Year)  
**09/12/2016**

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

(Street)  
**SAN CLEMENTE, CA 92673**

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	09/12/2016		S <sup>(1)</sup>		703 <sup>(2)</sup>	D	\$ 121.3164 <sup>(3)</sup>
Common Stock <sup>(4)</sup>	09/12/2016		S <sup>(1)</sup>		675	D	\$ 121.3452 <sup>(5)</sup>
Common Stock	09/12/2016		X		13,634	A	\$ 58.79 13,634
Common Stock	09/12/2016		S <sup>(1)</sup>		10,250	D	\$ 121.7634 <sup>(6)</sup>

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Common Stock	09/12/2016		S <sup>(1)</sup>	3,384	D	\$ 122.0596 (7)	0	D
Common Stock	09/12/2016		X	12,833	A	\$ 58.79	12,833	D
Common Stock	09/12/2016		S <sup>(1)</sup>	11,333	D	\$ 121.7565 (8)	1,500	D
Common Stock	09/12/2016		S <sup>(1)</sup>	1,500	D	\$ 122.064 (9)	0	D
Common Stock	09/12/2016		X	11,957	A	\$ 58.79	11,957	D
Common Stock	09/12/2016		X	2,460	A	\$ 61.76	14,417	D
Common Stock	09/12/2016		S <sup>(1)</sup>	11,717	D	\$ 121.7447 (10)	2,700	D
Common Stock	09/12/2016		S <sup>(1)</sup>	2,700	D	\$ 122.0659 (11)	0	D
Common Stock	09/13/2016		X	800	A	\$ 58.79	800	D
Common Stock	09/13/2016		S <sup>(1)</sup>	800	D	\$ 121.89 (12)	0	D
Common Stock	09/13/2016		X	1,677	A	\$ 58.79	1,677	D
Common Stock	09/13/2016		S <sup>(1)</sup>	1,677	D	\$ 121.3477 (13)	0	D

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

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(9-02)

**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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Non-Qualified Stock Option (right to buy)	\$ 58.79		09/12/2016	X	13,634	<u>(14)</u>	02/24/2024	Common Stock	13,634
Non-Qualified Stock Option (right to buy)	\$ 58.79		09/12/2016	X	12,833	<u>(14)</u>	02/24/2024	Common Stock	12,833
Non-Qualified Stock Option (right to buy)	\$ 58.79		09/12/2016	X	11,957	<u>(14)</u>	02/24/2024	Common Stock	11,957
Non-Qualified Stock Option (right to buy)	\$ 58.79		09/13/2016	X	800	<u>(14)</u>	02/24/2024	Common Stock	800
Non-Qualified Stock Option (right to buy)	\$ 58.79		09/13/2016	X	1,677	<u>(14)</u>	02/24/2024	Common Stock	1,677
Non-Qualified Stock Option (right to buy)	\$ 61.76		09/12/2016	X	2,460	<u>(16)</u>	02/06/2023	Common Stock	2,460

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RIGGS STEVEN 951 CALLE AMANECER SAN CLEMENTE, CA 92673			VP Operations	

## Signatures

By: Paula Darbyshire For: Steven C. Riggs

09/13/2016

        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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 Plan adopted by the reporting person on August 11, 2016.
- (2) Shares purchased through Employee Stock Purchase Plan.

- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$121.14 to \$121.31, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

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- (4) These securities are Restricted Stock Units.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$121.14 to \$121.70, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$121.00 to \$121.99, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$122.00 to \$122.15, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$121.04 to \$122.03, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$122.04 to \$122.10, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$120.97 to \$121.96, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$121.99 to \$122.18, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$121.75 to \$122.13, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

- (13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$120.87 to \$122.19, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

- (14) Twenty-five percent of the shares shall vest on each of the first, second, third, and fourth anniversaries of the grant date. Fifty percent of the vested shares shall become exercisable if, during the term of the option, the closing price of the Company's common stock is equal to or more than one-hundred and twenty-five percent of the exercise price per share for thirty consecutive trading days. The remaining fifty percent of the vested shares shall become exercisable if, after the date of award and on or before the expiration date, the closing price of the Company's common stock is equal to or more than one-hundred and fifty percent of the exercise price for 30 consecutive trading days.

- (15) Transaction is the exercise of a derivative security; see Column 2.

- (16) Options vest and are exercisable as to 25% of the underlying grant one year after the date of grant and in equal monthly installments thereafter for three additional years.

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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