ICU MEDICAL INC/DE

Form 4

February 02, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Section 16.
Form 4 or
Form 5
obligations
may continue.

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

burden hours per response... 0.5

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> Lamb Scott E			2. Issuer Name and Ticker or Trading Symbol ICU MEDICAL INC/DE [ICUI]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
951 CALLE AMANECER			(Month/Day/Year) 01/30/2015	Director 10% Owner Selfow) Other (specified below) below) Secretary, Treasurer,			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			

Filed(Month/Day/Year)

SAN CLEMENTE, CA 92673

(City)	(State) (Zip) Table	e I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1.Title of Security			3. 4. Securities Acquired Transaction(A) or Disposed of (D)				5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3,	4 and	5)	Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					(A) or		Reported Transaction(s) (Instr. 3 and 4)	(IIIsti. +)	(IIIsu: +)
Common Stock	01/30/2015		Code V M	Amount 1,680	(D)	Price \$ 0	3,949	D	
Common Stock	01/30/2015		F	715	D	\$ 83.58	3,234	D	

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 displays a currently valid OMB control number.

SEC 1474

(9-02)

Applicable Line)

Person

X Form filed by One Reporting Person ____ Form filed by More than One Reporting

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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. 5. Number Transaction Code Derivative (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar
Non-Qualified Stock Option (right to buy)	(2)	01/30/2015		M	840 (3)	01/30/2015(4)	02/01/2013	Common Stock	840

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lamb Scott E

951 CALLE AMANECER Secretary, Treasurer,

SAN CLEMENTE, CA 92673

Signatures

By: Lynn Ehrhart For: Scott E.

Lamb 02/02/2015

**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) These securities are Restricted Stock Units.
- (2) There is neither a purchase price nor an exercise price for the Restricted Stock Units.
 - If the Company's adjusted TSR for 2012 is equal or greater than the 33d percentile of the peer companies (but less than 50%), 50% of the shares covered by the RSUs would be earned; if adjusted TSR for the Company is equal or greater than the 75th percentile of the peer
- (3) companies, 200% of the shares shown above for the RSUs would be earned. Vesting of any amount earned would be 33% on the anniversary date of the award; 33% of the award two years after grant, and the remaining 33% a year later, with the employee having to be employed by the Company at the time the award was earned and at the time of any vesting.
- (4) Vesting of any amount earned would be one-third on the anniversary date of the award; one-third of the award two years after grant, and the remaining one-third a year later, with the employee having to be employed by the Company at the time of any vesting.

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.

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