ICU MEDICAL INC/DE

Form 4

September 13, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Lamb Scott E			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)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
951 CALLE	AMANECI	ER	09/12/2016	_X_ Officer (give title Other (specify below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
SAN CLEMENTE, CA 92673				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tal	ble I - Non-	-Derivativ	e Secu	rities Acquire	ed, Disposed of, o	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) or TransactiorDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
_			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	09/12/2016		X	14,676	A	\$ 43.62	19,057	D	
Common Stock	09/12/2016		S <u>(1)</u>	12,490	D	\$ 121.748 (2)	6,567	D	
Common Stock	09/12/2016		S(1)	2,186	D	\$ 122.0838 (3)	4,381	D	
Common Stock	09/12/2016		X	13,850	A	\$ 43.12	18,231	D	
Common Stock	09/12/2016		S <u>(1)</u>	11,150	D	\$ 121.6916	7,081	D	

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(4)

Common Stock 09/12/2016 $S_{\underline{(1)}}$ 2,700 D $\frac{\$122.075}{(5)}$ 4,381 D

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

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SEC 1474

(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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 43.12	09/12/2016		X	13,850	<u>(6)</u>	02/02/2021	Common Stock	13,8
Non-Qualified Stock Option (right to buy)	\$ 43.62	09/12/2016		X	14,676	<u>(6)</u>	07/20/2021	Common Stock	14,6

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lamb Scott E

951 CALLE AMANECER Chief Financial Officer,

SAN CLEMENTE, CA 92673

Signatures

By: Paula Darbyshire For: Scott E.

Lamb 09/13/2016

**Signature of Reporting Person Date

Reporting Owners 2

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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.
- The price reported in Column 4 is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$121.04 to \$122.02, 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.
- The price reported in Column 4 is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$122.04 to \$122.24, 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.
- The price reported in Column 4 is an average weighted 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.
- The price reported in Column 4 is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$122.01 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.
- 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.
- (7) Transaction is the exercise of a derivative security; see Column 2.

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.