

ICU MEDICAL INC/DE
Form 4
October 25, 2013

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 *
COSTELLO RICHARD A

(Last) (First) (Middle)

951 CALLE AMANECER

(Street)

SAN CLEMENTE, CA 92673

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/24/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice President Sales

6. Individual or Joint/Group Filing (Check Applicable Line)
 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	10/24/2013		X		8,041	A	\$ 32.31	12,748	D
Common Stock	10/24/2013		X		709	A	\$ 32.31	13,457	D
Common Stock	10/24/2013		X		15,000	A	\$ 38.85	28,457	D
Common Stock	10/24/2013		X		10,000	A	\$ 28.39	38,457	D
Common Stock	10/24/2013		X		9,291	A	\$ 25.51	47,748	D

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Common Stock	10/24/2013	X	709	A	\$ 25.51	48,457	D
Common Stock	10/24/2013	X	3,306	A	\$ 35	51,763	D
Common Stock	10/24/2013	X	16,694	A	\$ 35	68,457	D
Common Stock	10/24/2013	S	8,800	D	\$ 65.2243 (1)	59,657	D
Common Stock	10/24/2013	S	7,894	D	\$ 66.9359 (2)	51,763	D
Common Stock	10/24/2013	S	4,015	D	\$ 64.1533 (3)	47,748	D
Common Stock	10/24/2013	S	43,041	D	\$ 63.2248 (4)	4,707	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, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Qualified Stock Option (right to buy)	\$ 25.51	10/24/2013		X	9,291	03/11/2013	03/11/2018	Common Stock	9,
Non-Qualified Stock Option (right to buy)	\$ 25.51	10/24/2013		X	709	03/11/2013	03/11/2018	Common Stock	7
	\$ 28.39	10/24/2013		X	10,000	07/22/2013	07/22/2018		10

Option Type	Exercise Price	Grant Date	Exercise	Shares	Expiration	Common Stock	Other
Non-Qualified Stock Option (right to buy)						Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 32.31	10/24/2013	X	8,041	(6) 02/04/2020	Common Stock	8,
Non-Qualified Stock Option (right to buy)	\$ 32.31	10/24/2013	X	709	(6) 02/04/2020	Common Stock	7
Non-Qualified Stock Option (right to buy)	\$ 35	10/24/2013	X	3,306	08/14/2012 08/14/2017	Common Stock	3,
Non-Qualified Stock Option (right to buy)	\$ 35	10/24/2013	X	16,694	08/14/2012 08/14/2017	Common Stock	16
Non-Qualified Stock Option (right to buy)	\$ 38.85	10/24/2013	X	15,000	02/04/2014 07/22/2019	Common Stock	15

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COSTELLO RICHARD A 951 CALLE AMANECER SAN CLEMENTE, CA 92673			Vice President Sales	

Signatures

By: Lynn DeMartini For: Richard A. Costello 10/25/2013

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 price recorded in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.00 to \$65.52, 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.

(2) The price recorded in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.70 to \$67.00, 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.

(3) The price recorded in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.02 to \$64.336, 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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- The price recorded in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.00 to \$63.75, 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.
- (4) Transaction is the exercise of a derivative security; see Column 2.
 - (5) 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. 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.