ICU MEDICAL INC/DE

Form 4

February 03, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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January 31, Expires: 2005

OMB APPROVAL

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

See Instruction

Check this box

if no longer

subject to

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 * BRUMMETT BURCAR ALISON	2. Issuer Name and Ticker or Trading Symbol ICU MEDICAL INC/DE [ICUI]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check all applicable)			
951 CALLE AMANECER	(Month/Day/Year) 02/01/2014	Director 10% Owner _X Officer (give title Other (specify below) Vice President Product Develop			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
SAN CLEMENTE, CA 92673	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) ((Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly 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 Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/01/2014		M	666	A	\$ 0	2,199	D	
Common Stock	02/01/2014		F	292	D	\$ 63.45	1,907	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. 5. Number Transactionof Code Derivative (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		· · · · · ·		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)	<u>(2)</u>	02/01/2014		M	333 (3)	02/01/2014(4)	02/01/2013	Common Stock	333

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BRUMMETT BURCAR ALISON 951 CALLE AMANECER SAN CLEMENTE, CA 92673

Vice President Product Develop

Signatures

By: Lynn DeMartini For: Alison D.

Burcar
02/03/2014

**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.

As disclosed in the Reporting Person's Form 4 for the original grant of the RSUs, the award agreement for the RSU provided that the shares covered by the RSU were subject to increase in the event that the Company's adjusted TSR for 2012 equaled or exceeded certain thresholds. On January 31 2013, the Company's Compensation Committee determined that the Company's adjusted TSR for 2012 equaled

- or exceed the 75th percentile of the Company's peer companies. As a result, the shares covered by the Reporting Person's RSU increased by 200%. The share amounts reported in Table II for the RSU reflect the unadjusted share amounts, and the share amount reported in Table I reflects the number of shares covered by the RSU that have vested, as adjusted for the increase.
- (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.

Reporting Owners 2

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