

ABIOMED INC
Form 4
October 17, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
BOLT WILLIAM J

(Last) (First) (Middle)

C/O ABIOMED, INC., 22 CHERRY HILL DRIVE

(Street)

DANVERS, MA 01923

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ABIOMED INC [ABMD]

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2006

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)
SVP, QA and Field Service

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, \$.01 par value | 09/30/2006 | | A | V | 328 ⁽⁸⁾ A \$ 10.965 | 2,328 | 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)

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| 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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) ⁽²⁾ | \$ 6.688 | | | | | 07/01/2003 ⁽¹⁾ 07/01/2009 | Common Stock | 20,000 |
| Stock Option (right to buy) ⁽³⁾ | \$ 15.563 | | | | | 06/28/2004 ⁽¹⁾ 06/28/2010 | Common Stock | 40,000 |
| Stock Option (right to buy) ⁽⁴⁾ | \$ 24.12 | | | | | 06/22/2005 ⁽¹⁾ 06/22/2011 | Common Stock | 25,000 |
| Stock Option (right to buy) ⁽⁴⁾ | \$ 6.75 | | | | | 06/25/2004 ⁽⁵⁾ 06/25/2012 | Common Stock | 50,000 |
| Stock Option (right to buy) ⁽³⁾ | \$ 5.11 | | | | | 06/25/2005 ⁽⁶⁾ 06/25/2013 | Common Stock | 16,000 |
| Stock Option (right to buy) ⁽⁴⁾ | \$ 12.3 | | | | | 07/01/2005 ⁽⁷⁾ 07/01/2014 | Common Stock | 18,000 |
| Stock Option (right to buy) ⁽⁴⁾ | \$ 9.36 | | | | | 06/08/2006 ⁽⁷⁾ 06/08/2015 | Common Stock | 30,000 |
| Stock Option (right to buy) ⁽⁴⁾ | \$ 13.57 | | | | | 06/01/2007 ⁽⁷⁾ 06/01/2016 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BOLT WILLIAM J C/O ABIOMED, INC. 22 CHERRY HILL DRIVE DANVERS, MA 01923 | | | SVP, QA and Field Service | |

Signatures

/s/ Carrie-Ann Powierza (by power of attorney) 10/17/2006

**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) Options were fully exercisable on the date shown.
- (2) Grant to reporting person of this option to buy the number of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 1992 Combination Stock Option Plan.
- (3) Grant to reporting person of this option to buy the number of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 1998 Equity Incentive Plan.
- (4) Grant to reporting person of this option to buy the number of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 2000 Stock Incentive Plan.
- (5) Thirty percent of this option will become exercisable on each of 6/25/04 and 6/25/05 and an additional 40 percent will become exercisable on 6/25/06.
- (6) Thirty percent of this option will become exercisable on each of 6/25/05 and 6/25/06 and an additional 40 percent will become exercisable on 6/25/07.
- (7) These options become exercisable in annual 25% increments, commencing on the date shown in Table II, Column 6.
- (8) Shares of common stock were acquired by the reporting person through participation in the ABIOMED, Inc. Employee Stock Purchase Plan, qualified under Section 423 of the Internal Revenue Code.

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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