

Cardiovascular Systems Inc
 Form 4
 September 05, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
 NELSON GLEN D

(Last) (First) (Middle)
 651 CAMPUS DRIVE
 (Street)
 ST. PAUL, MN 55112
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Cardiovascular Systems Inc [CSII]

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/31/2012

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)

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)
			Code	V	Amount (D) Price		
Common Stock	08/31/2012		A		10,917 (1)	A	\$ 0
Common Stock					393,692	D	
					258,655	I	Held by LLC (2)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (right to buy)	\$ 12.37							(3)	11/30/2015	Common Stock	9,705
Stock Option (right to buy)	\$ 9.28							(3)	11/30/2014	Common Stock	6,470
Stock Option (right to buy)	\$ 8.83							(3)	12/18/2016	Common Stock	12,940
Stock Option (right to buy)	\$ 7.9							(3)	10/08/2017	Common Stock	4,322
Stock Option (right to buy)	\$ 11.38							(3)	11/12/2017	Common Stock	15,087
Warrant	\$ 9.28							09/12/2008	09/12/2013	Common Stock	53,916
Warrant	\$ 8.83							02/25/2009	02/24/2014	Common Stock	56,558
Warrant (right to buy)	\$ 9.28							11/30/2010	09/12/2013	Common Stock	117,390
Warrant (right to buy)	\$ 8.83							11/30/2010	02/24/2014	Common Stock	452,720
Restricted Stock Units	(4)							(4)	(4)	Common Stock	5,714
Restricted Stock Units	(4)							(4)	(4)	Common Stock	11,628

Restricted Stock Units	(4)				(4)	(4)	Common Stock	21,730
Restricted Stock Units	(4)				(4)	(4)	Common Stock	7,192
Restricted Stock Units	(5)	08/31/2012	A	10,917	(5)	(5)	Common Stock	10,917

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NELSON GLEN D 651 CAMPUS DRIVE ST. PAUL, MN 55112	X			

Signatures

/s/ Scott J. Dorfman as Attorney-in-Fact for Glen D. Nelson pursuant to Power of Attorney previously filed.

09/05/2012

__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) Represents shares of common stock received at the election of the reporting person, in lieu of cash payment, as a retainer for service as a director of the Company during fiscal year 2013.
- (2) Shares are held by GDN Holdings, LLC, of which Dr. Nelson is the sole owner.
- (3) Fully exercisable.
- (4) Each restricted stock unit represents the right to receive a payment from CSI equal in value to the market price per share of CSI common stock on the date of payment, and shall be payable in cash or shares of the Company's Common Stock beginning six months following the termination of each director's board membership.
- (5) Each restricted stock unit represents the right to receive a payment from CSI equal in value to the market price per share of CSI common stock on the date of payment, and shall be payable in cash or shares of the Company's common stock beginning six months following the termination of each director's board membership; provided, however, that the restricted stock units vest in quarterly amounts of 2,730 on 9/30/2012, and 2,729 on 12/31/2012, 3/31/2013, and 6/30/2013.

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.