ABIOMED INC
Form 4
August 11, 2005

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
OBRIEN JOHN F

(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)
08/10/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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, $.01 par value								139,902	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. 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 or Number of Shares
Stock Option (right to buy) [(1)]	$ 7							06/30/1998[(2)]	07/01/2007	Common Stock	25,000
Stock Option (right to buy) [(1)]	$ 4.71							08/06/2003[(3)]	05/21/2013	Common Stock	5,000
Stock Option (right to buy) [(1)]	$ 19.69							08/09/2001[(3)]	08/09/2010	Common Stock	5,000
Stock Option (right to buy) [(1)]	$ 18.4							08/08/2002[(3)]	08/08/2011	Common Stock	5,000
Stock Option (right to buy) [(1)]	$ 5.15							08/13/2004[(3)]	08/13/2013	Common Stock	5,000
Stock Option (right to buy) [(4)]	$ 10.41							08/11/2005[(3)]	08/11/2014	Common Stock	8,000
Stock Option (right to buy) [(4)]	$ 10.06	08/10/2005		A		8,000		08/09/2006[(3)]	08/10/2015	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

OBRIEN JOHN F
C/O ABIOMED, INC.
22 CHERRY HILL DRIVE
DANVERS, MA 01923

Signatures

/s/ Charles B. Haaser
(attorney-in-fact) 08/11/2005

**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) Grant to reporting person of option to buy the number of shares of Common Stock set forth in Table II, Column 7, under ABIOMED, Inc. 1989 Non-Qualified Option Plan for Non-Employee Directors.

(2) This option becomes exercisable in annual 20% increments commencing on the date set forth in Table II, Column 6.

(3) This option becomes exercisable in full on the date set forth in Table II, Column 6.

(4) Grant to reporting person of option to buy the number of shares of Common Stock set forth in Table II, Column 7, under ABIOMED, Inc. 2000 Stock Incentive Plan.

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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