

ABIOMED INC  
Form 4  
August 10, 2006

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**TERMEER HENRI A**

(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)  
**08/09/2006**

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)

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)
				(A) or (D)			
			Code	V	Amount	(D)	Price
Common Stock, \$.01 par value					29,551	D	
Common Stock, \$.01 par value					2,307,692	I	By Genzyme Corporation (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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number.**

SEC 1474  
(9-02)

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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 Share
Stock Option (right to buy) <u>(1)</u>	\$ 7							06/30/1998 <u>(2)</u>	07/01/2007	Common Stock	25,000
Stock Option (right to buy) <u>(1)</u>	\$ 19.69							08/09/2001 <u>(3)</u>	08/09/2010	Common Stock	5,000
Stock Option (right to buy) <u>(1)</u>	\$ 18.4							08/08/2002 <u>(3)</u>	08/08/2011	Common Stock	5,000
Stock Option (right to buy) <u>(1)</u>	\$ 4.71							08/06/2003 <u>(3)</u>	05/21/2013	Common Stock	5,000
Common Stock (right to buy) <u>(1)</u>	\$ 5.15							08/13/2004 <u>(3)</u>	08/13/2013	Common Stock	5,000
Stock Option (right to buy) <u>(5)</u>	\$ 10.41							08/11/2005 <u>(3)</u>	08/11/2014	Common Stock	8,000
Stock Option (right to buy) <u>(5)</u>	\$ 10.06							08/09/2006 <u>(3)</u>	08/10/2015	Common Stock	8,000
Stock Option (right to buy) <u>(5)</u>	\$ 13.21	08/09/2006		A	8,000			08/08/2007 <u>(3)</u>	08/09/2016	Common Stock	8,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
TERMEER HENRI A C/O ABIOMED, INC. 22 CHERRY HILL DRIVE DANVERS, MA 01923	X

## Signatures

/s/ Carrie-Ann Powierza  
(attorney-in-fact)

08/10/2006

\_\_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) 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 Stock 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.
- The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the
- (4) reporting person is the beneficial owner of such securities for the purposes of Section 16 or for any other purposes. The reporting person is the Chief Executive Officer of Genzyme Corporation.
- (5) 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. 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.