

Greenfield Andrew J
 Form 4
 May 24, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Greenfield Andrew J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 05/22/2012

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

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

(Street)

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

VP Healthcare Solutions

DANVERS, MA 01923

(City) (State) (Zip)

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)
Common Stock, \$.01 par value	05/22/2012		A	5,000 (6)	A \$ 0 60,524	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) ⁽¹⁾	\$ 14.98					01/04/2006 ⁽³⁾	01/04/2015	Common Stock	30,000
Stock Option (right to buy) ⁽²⁾	\$ 9.36					06/08/2006 ⁽³⁾	06/08/2015	Common Stock	20,000
Stock Option (right to buy) ⁽²⁾	\$ 8.77					11/16/2006 ⁽³⁾	11/16/2015	Common Stock	15,000
Stock Option (right to buy) ⁽²⁾	\$ 13.57					06/01/2007 ⁽³⁾	06/01/2016	Common Stock	40,000
Stock Option (right to buy) ⁽²⁾	\$ 11.27					05/30/2008 ⁽³⁾	05/30/2017	Common Stock	10,000
Stock Option (right to buy) ⁽²⁾	\$ 13.8					05/23/2009 ⁽³⁾	05/23/2018	Common Stock	9,000
Stock Option (right to buy) ⁽⁴⁾	\$ 5.86					05/28/2010 ⁽³⁾	05/28/2019	Common Stock	20,000
Stock Option (right to buy) ⁽⁴⁾	\$ 5.86					03/31/2010 ⁽⁵⁾	05/28/2019	Common Stock	30,000
Stock Option (right to buy) ⁽⁴⁾	\$ 10.03					06/03/2011 ⁽³⁾	06/03/2020	Common Stock	25,000

Stock Option (right to buy) ⁽⁴⁾	\$ 22.44	05/22/2012	A	20,000	05/22/2013 ⁽³⁾	05/22/2022	Common Stock	20,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Greenfield Andrew J C/O ABIOMED, INC. 22 CHERRY HILL DRIVE DANVERS, MA 01923			VP Healthcare Solutions	

Signatures

/s/ Ian W. McLeod (by power of attorney) 05/24/2012

**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) Grant to reporting person of option to buy shares of Common Stock under ABIOMED, Inc. 1998 Equity Incentive Plan.
- (2) Grant to reporting person of option to buy shares of Common Stock under ABIOMED, Inc. 2000 Stock Incentive Plan.
- (3) These options become exercisable in annual 25% increments commencing on the date shown in Table II, Column 6.
- (4) Grant to reporting person of option to buy shares of Common Stock under ABIOMED, Inc. 2008 Stock Incentive Plan.
- (5) These options became exerciseable in full on March 31, 2010.

Represents the grant of a share award for restricted stock units to which one third of the shares will be issued to the reporting person on each of May 22, 2013, May 22, 2014, and May 22, 2015, so long as he continues to be employed by the issuer on the vesting dates. In addition, additional performance share awards of up to 9,750 restricted stock units was granted to this reporting person on May 22, 2012 with double trigger vesting pursuant to Fiscal 2013 financial performance will determine whether 0%, 33%, 67% or 100% of the underlying restricted stock units are eligible for vesting at which point half of the units eligible for vesting will vest on May 22, 2014 and the other half of the units eligible for vesting will vest on may 22, 2015.

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.