ICU MEDICAL INC/DE

Form 4 April 03, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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(b).

(Last)

Security

(Instr. 3)

1. Name and Address of Reporting Person * McCall Thomas D

(First)

(Street)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

ICU MEDICAL INC/DE [ICUI]

3. Date of Earliest Transaction

(Month/Day/Year) 03/27/2017

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

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

below) Vice President and Gen'l Mgr.

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

Issuer

below)

SAN CLEMENTE, CA 92673

951 CALLE AMANECER

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or

Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

Indirect Ownership (Instr. 4)

OMB APPROVAL

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January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Security or Exercise any Code Securities (Month/Day/Year)

7. Title and Amount of 8. **Underlying Securities** D (Instr. 3 and 4) Se

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock (1)	\$ 0 (2)	03/27/2017(3)		A		1,051		<u>(4)</u>	12/31/2019	Common Stock	1,051	
Common Stock (1)	\$ 0 (2)	03/27/2017(3)		A		1,051		(5)	03/27/2020	Common Stock	1,051	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

McCall Thomas D 951 CALLE AMANECER SAN CLEMENTE, CA 92673

Vice President and Gen'l Mgr.

Date

Signatures

By: Paula Darbyshire, Attorney-in-fact For: Thomas D.

McCall 04/03/2017

**Signature of Reporting Person

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) These securities are Restricted Stock Units.
- (2) There is neither a purchase price nor an exercise price for the Restricted Stock Units.
- (3) The executive officers were notified of their awards by the Registrant on March 30, 2017.
- The vesting for this performance-based restricted stock unit ("PRSU") award is dependent upon the reporting person's earning PRSUs based on the achievement of performance criteria related to the Company's fiscal year 2019 Cumulative Adjusted EBITDA in comparison to the fiscal year 2016 Adjusted EBITDA. The number of shares reported is the target award amount. The reporting person may potentially earn PRSUs ranging from 100% to 300% of the target award amount.
- (5) One third of the Units subject to the award shall vest on each of the first, second, and third anniversaries of the grant date.

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.

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