

ABIOMED INC
Form 4
November 18, 2004

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 *
RABE EUGENE D

(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)
11/17/2004

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)
VP, U.S. Sales

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: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock, \$.01 par value	11/17/2004		M		10,000 <u>(11)</u>	A	\$ 5.75 10,000 D
Common Stock, \$.01 par value	11/17/2004		M		35,000 <u>(11)</u>	A	\$ 6.813 45,000 D
Common Stock, \$.01 par value	11/17/2004		M		5,000 <u>(11)</u>	A	\$ 6.688 50,000 D

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Common
Stock,
\$.01 par
value

11/17/2004

S 50,000
(11) D \$ 16.545 0 D

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 displays a currently valid OMB control number.

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(9-02)

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) ⁽²⁾	\$ 5.75	11/17/2004		M	10,000 (11)	05/27/2002 ⁽¹⁾	05/27/2007	Common Stock	10,000
Stock Option (right to buy) ⁽²⁾	\$ 6.813	11/17/2004		M	35,000 (11)	07/01/2000 ⁽⁵⁾	07/01/2008	Common Stock	35,000
Stock Option (right to buy) ⁽³⁾	\$ 6.688	11/17/2004		M ⁽¹¹⁾	5,000	07/01/2001 ⁽⁶⁾	07/01/2009	Common Stock	30,000
Stock Option (right to buy) ⁽³⁾	\$ 15.563					06/28/2002 ⁽⁷⁾	06/28/2010	Common Stock	40,000
Stock Option (right to buy) ⁽⁴⁾	\$ 24.12					06/22/2003 ⁽⁸⁾	06/22/2011	Common Stock	20,000
Stock Option (right to buy)	\$ 6.75					06/25/2004 ⁽⁹⁾	06/25/2012	Common Stock	50,000

