

Ventures
VII, LP ⁽²⁾

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.

SEC 1474
(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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy) ⁽³⁾	\$ 13.91					05/20/2009 ⁽⁴⁾ 05/20/2018	Common Stock 25,000
Stock Option (right to buy) ⁽⁵⁾	\$ 18.63	08/13/2008		A	12,000	08/12/2009 ⁽⁶⁾ 08/13/2018	Common Stock 12,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUTTER MARTIN P 22 CHERRY HILL DRIVE DANVERS, MA 01923		X		

Signatures

/s/ Daniel J Sutherby (by power of attorney) 08/15/2008

__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).

These securities are held by Essex Woodlands Health Ventures Fund VI, L.P.. Mr. Sutter is a manager director of the general partner of the general part of the partnership that owns the reported securities. As a managing director of Essex Woodlands Health Ventures, Mr.

(1) Sutter shares voting and investment powers for Essex Woodlands Health Ventures Fund VI, L.P.. Mr. Sutter and the Essex Woodlands Health Ventures entities disclaim beneficial ownership of all such securities except to the extent of their proportionate pecuniary interest therein.

These securities are held by Essex Woodlands Health Ventures Fund VII, L.P.. Mr. Sutter is a manager director of the general partner of the general part of the partnership that owns the reported securities. As a managing director of Essex Woodlands Health Ventures, Mr.

(2) Sutter shares voting and investment powers for Essex Woodlands Health Ventures Fund VII, L.P.. Mr. Sutter and the Essex Woodlands Health Ventures entities disclaim beneficial ownership of all such securities except to the extent of their proportionate pecuniary interest therein.

(3) Grant to reporting person to buy shares of Common Stock under ABIOMED, Inc. 2000 Stock Incentive Plan.

(4) These options become exercisable in annual 20% increments commencing on the date shown in Table II, Column 6.

(5) Grant to reporting person of option to buy the number of shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 2008 Stock Incentive Plan.

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

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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