

Greenfield Andrew J
 Form 4
 June 06, 2012

FORM 4

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

OMB APPROVAL

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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

(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)
 06/04/2012

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

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

VP Healthcare Solutions

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

DANVERS, MA 01923

(City) (State) (Zip)

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)
Common Stock, \$.01 par value	06/04/2012		F ⁽⁵⁾	3,450	D	D	
					\$ 19.3049		
					<u>(6)</u>		
Common Stock, \$.01 par	06/04/2012		A ⁽⁷⁾	12,500	A	D	
					\$ 0		
					67,531		

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

SEC 1474 (9-02)

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 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)	8. De Se (In	
				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 ⁽³⁾	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	05/22/2013 ⁽³⁾	05/22/2022	Common Stock	20,000

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) 06/06/2012

^{**}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) Sale of common stock pursuant to reporting owner's 10(b)5-1 plan.

This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$19.2200 and \$19.7500. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.

- (7) These restricted stock units will vest in 50% increments, the first 50% on May 26, 2013 and the remaining 50% on May 26, 2014.

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.