ABIOMED INC Form 4 May 28, 2008

FORM 4

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

OMB APPROVAL

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Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Last)

HILL DRIVE

(C:tr.)

(Print or Type Responses)

1. Name and Address of Reporting Person * Greenfield Andrew J

(First)

C/O ABIOMED, INC., 22 CHERRY

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

(7:m)

ABIOMED INC [ABMD]

3. Date of Earliest Transaction

(Month/Day/Year)

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

(Check all applicable)

05/23/2008

below) VP Healthcare Solutions

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

DANVERS, MA 01923

(City)	(State) (.	Table Table	e I - Non-D	erivative S	ecurit	ies Acq	puired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securition(A) or Dis (D) (Instr. 3, 4	sposed 4 and 5 (A) or	of 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	05/23/2008		Code V A	Amount 10,000 (1)	(D)	Price	19,607	D	
Common Stock, \$.01 par value	05/23/2008		A	11,000 (2)	A	\$ 0	30,607	D	

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

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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. Transacti Code (Instr. 8)	5. Numonof Deri Securit Acquir (A) or Dispos (D) (Instr. 2 and 5)	vative ies ed ed of	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)	\$ 14.98						01/04/2006(5)	01/04/2015	Common Stock	30,000
Stock Option (right to buy) (4)	\$ 9.36						06/08/2006(5)	06/08/2015	Common Stock	20,000
Stock Option (right to buy) (4)	\$ 8.77						11/16/2006(5)	11/16/2015	Common Stock	15,000
Stock Option (right to buy) (4)	\$ 13.57						06/01/2007(5)	06/01/2016	Common Stock	40,000
Stock Option (right to buy) (4)	\$ 11.27						05/30/2008(5)	05/30/2017	Common Stock	10,000
Stock Option (right to buy) (4)	\$ 13.8	05/23/2008		A	9,000		05/23/2009(5)	05/23/2018	Common Stock	9,000

Reporting Owners

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

Reporting Owners 2

DANVERS, MA 01923

Signatures

/s/ Daniel J. Sutherby (by power of attorney)

05/23/2008

**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).
- (1) Shares of restricted stock awarded to reporting person under the ABIOMED, Inc. 2000 Stock Incentive Plan. These shares vest in annual 25% increments, commencing on the first anniversary of the date of grant.
- (2) Shares of restricted stock awarded to reporting person under the ABIOMED, Inc. 2000 Stock Incentive Plan. These shares vest 100% based on the achievement of a certain performance milestone.
- (3) Grant to reporting person of option to buy shares of Common Stock under ABIOMED, Inc. 1998 Equity Incentive Plan.
- (4) Grant to reporting person of option to buy shares of Common Stock under ABIOMED, Inc. 2000 Stock Incentive Plan.
- (5) These options become exercisable in annual 25% increments commencing on the date shown 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. 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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