

O CONNELL DESMOND JR  
 Form 4  
 August 14, 2009

**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 \*  
 O CONNELL DESMOND JR

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)  
 08/12/2009

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

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, \$0.01 par value  |                                      |  |                                | (A) or (D) Price  | 64,577  | 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)**

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| 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) <sup>(1)</sup> | \$ 16.75   |                                      |  |                                |   | 07/01/2001 <sup>(2)</sup>                                | 07/01/2010  | Common Stock | 25,000                     |
| Stock Option (right to buy) <sup>(1)</sup> | \$ 19.69   |                                      |  |                                |   | 08/09/2001 <sup>(3)</sup>                                | 08/09/2010  | Common Stock | 5,000                      |
| Stock Option (right to buy) <sup>(1)</sup> | \$ 18.4  |                                      |  |                                |   | 08/08/2002 <sup>(3)</sup>                                | 08/08/2012  | Common Stock | 5,000                      |
| Stock Option (right to buy) <sup>(1)</sup> | \$ 4.71  |                                      |  |                                |   | 08/06/2003 <sup>(3)</sup>                                | 08/06/2013  | Common Stock | 5,000                      |
| Stock Option (right to buy) <sup>(1)</sup> | \$ 5.15  |                                      |  |                                |   | 08/13/2004 <sup>(3)</sup>                                | 08/13/2014  | Common Stock | 5,000                      |
| Stock Option (right to buy) <sup>(4)</sup> | \$ 10.41   |                                      |  |                                |   | 08/11/2005 <sup>(3)</sup>                                | 08/11/2014  | Common Stock | 8,000                      |
| Stock Option (right to buy) <sup>(4)</sup> | \$ 10.06   |                                      |  |                                |   | 08/09/2006 <sup>(3)</sup>                                | 08/10/2015  | Common Stock | 8,000                      |
| Stock Option (right to buy) <sup>(4)</sup> | \$ 13.21   |                                      |  |                                |   | 08/08/2007 <sup>(3)</sup>                                | 08/09/2016  | Common Stock | 8,000                      |
| Stock option (right to buy) <sup>(4)</sup> | \$ 12.69   |                                      |  |                                |   | 08/13/2008 <sup>(3)</sup>                                | 08/08/2017  | Common Stock | 8,000                      |

|   |          |            |   |        |  |                           |            |              |        |
|---|----------|------------|---|--------|--|---------------------------|------------|--------------|--------|
| Stock Options (right to buy) <sup>(5)</sup> | \$ 18.63 |            |   |        |  | 08/12/2009 <sup>(3)</sup> | 08/13/2018 | Common Stock | 12,000 |
| Stock Option (right to buy) <sup>(5)</sup>  | \$ 7.67  | 08/12/2009 | A | 12,000 |  | 08/11/2010 <sup>(3)</sup> | 08/12/2019 | Common Stock | 12,000 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| O CONNELL DESMOND JR<br>C/O ABIOMED, INC.<br>22 CHERRY HILL DRIVE<br>DANVERS, MA 01923 |               | X         |         |       |

## Signatures

/s/ Ian W. McLeod (by power of attorney) 08/14/2009

\*\*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 the number of shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 1989 Non-Qualified Stock Option Plan for Non-Employee Directors.
- (2) This option becomes exercisable in annual 20% increments commencing on the date set forth in Table II, Column 6.
- (3) This option becomes exercisable in full on the date set forth in Table II, Column 6.
- (4) 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. 2000 Stock Incentive Plan.
- (5) Grant to reporting person of option to buy shares of Common Stock set forth in table II, Column 7, under the ABIOMED, Inc. 2008 Stock Incentive Plan.

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.