

ICU MEDICAL INC/DE
Form 4
February 26, 2014

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 *
Jain Vivek

(Last) (First) (Middle)
951 CALLE AMANECER
(Street)

SAN CLEMENTE, CA 92673

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ICU MEDICAL INC/DE [ICUI]

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2014

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)
Chairman and CEO

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 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)
				(A) or (D)	Code V Amount (D) Price		

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Num Sha
Common Stock ⁽¹⁾	<u>(2)</u>	02/24/2014	A		68,039		<u>(3)</u>	02/24/2017	Common Stock	68
Non-Qualified Stock Option (right to buy) ⁽⁴⁾	\$ 58.79	02/24/2014	A		134,759		<u>(5)</u>	02/24/2024	Common Stock	134
Non-Qualified Stock Option (right to buy) ⁽⁴⁾	\$ 58.79	02/24/2014	A		365,241		<u>(6)</u>	02/24/2024	Common Stock	365
Non-Qualified Stock Option (right to buy) ⁽⁷⁾	\$ 58.79	02/24/2014	A		182,366		<u>(5)</u>	02/24/2024	Common Stock	182

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jain Vivek 951 CALLE AMANECER SAN CLEMENTE, CA 92673	X		Chairman and CEO	

Signatures

By: Lynn DeMartini For: Vivek Jain
Date: 02/26/2014

**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) These securities are Restricted Stock Units awarded under the 2014 Inducement Stock Incentive Plan.

(2) There is neither a purchase price nor an exercise price for the Restricted Stock Units.

(3) Restricted Stock Units under the 2014 Inducement Stock Incentive Plan vest as one-third of the Units subject to the award on each of the first, second, and third anniversaries of the Vesting Commencement Date of February 13, 2014, with the employee having to be employed by the Company at the time of any vesting. One hundred percent of unvested units shall immediately vest as the result of an involuntary termination of employment.

(4) These options are awarded under the 2011 Stock Incentive Plan.

(5)

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Twenty-five percent of the shares shall vest on each of the first, second, third, and fourth anniversaries of the vesting commencement date of February 13, 2014. Fifty percent of the vested shares shall become exercisable if, during the term of the option, the closing price of the Company's common stock is equal to or more than one-hundred and twenty-five percent of the exercise price per share for thirty consecutive trading days. The remaining fifty percent of the vested shares shall become exercisable if, after the date of award and on or before the expiration date, the closing price of the Company's common stock is equal to or more than one-hundred and fifty percent of the exercise price for 30 consecutive trading days.

- (6) Options vest and are exercisable as to 25% of the underlying grant one year after the vesting commencement date of February 13, 2014 and in equal monthly installments thereafter for three additional years.
- (7) These stock options are awarded under the 2014 Inducement Stock Option Plan.

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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