

KUNG ROBERT T V

Form 4

March 21, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KUNG ROBERT T V

(Last) (First) (Middle)

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

(Street)

DANVERS, MA 01923

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ABIOMED INC [ABMD]

3. Date of Earliest Transaction
(Month/Day/Year)
03/20/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP, Chief Scientific Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 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				(A) or (D)	Price		
			Code	V	Amount		
						87,060	I By Trust
Common Stock, \$.01 par value						16,968	I By Trust
Common Stock, \$.01 par value						100,200	I By Trust (9) (10)

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Common Stock, \$0.01 par value	03/20/2006	M	<u>7,000</u> (13)	A	\$ 6.25	7,000	D
Common Stock, \$0.01 par value	03/20/2006	M	<u>10,000</u> (13)	A	\$ 5.75	17,000	D
Common Stock, \$0.01 par value	03/20/2006	S	<u>17,000</u> (13)	D	\$ 12.0251	0	D

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 (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) ⁽¹⁾	\$ 6.25	03/20/2006		M	<u>7,000</u> ⁽¹³⁾	08/12/2001 ⁽⁴⁾	08/12/2006	Common Stock	7,000
Stock Option (right to buy) ⁽¹⁾	\$ 5.75	03/20/2006		M	<u>10,000</u> ⁽¹³⁾	05/27/2002 ⁽⁴⁾	05/27/2007	Common Stock	10,000
Stock Option (right to buy) ⁽¹⁾	\$ 6.813					07/01/2003 ⁽⁴⁾	07/01/2008	Common Stock	40,000
Stock Option (right to buy) ⁽¹⁾	\$ 6.688					07/01/2001 ⁽⁵⁾	07/01/2009	Common Stock	20,000

buy) ⁽²⁾

Stock

Option
(right to
buy) ⁽²⁾

\$ 15.563

06/28/2002⁽⁶⁾

06/28/2010

Common
Stock

40,000

Stock

Option
(right to
buy) ⁽³⁾

\$ 24.12

06/22/2003⁽⁷⁾

06/22/2011

Common
Stock

20,000

Stock

Option
(right to
buy) ⁽³⁾

\$ 6.75

06/25/2004⁽⁸⁾

06/25/2012

Common
Stock

50,000

Stock

Option
(right to
buy) ⁽²⁾

\$ 5.11

06/25/2005⁽¹¹⁾

06/25/2013

Common
Stock

16,000

Stock

Option
(right to
buy) ⁽³⁾

\$ 12.3

07/01/2005⁽¹²⁾

07/01/2014

Common
Stock

20,000

Stock

Option
(right to
buy) ⁽³⁾

\$ 9.36

06/08/2006⁽¹²⁾

06/08/2015

Common
Stock

20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KUNG ROBERT T V C/O ABIOMED, INC. 22 CHERRY HILL DRIVE DANVERS, MA 01923			SVP, Chief Scientific Officer	

Signatures

/s/ Charles B. Haaser
(attorney-in-fact)

03/21/2006

**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 number of shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 1992 Combination Stock Option Plan.

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- (2) Grant to reporting person of option to buy number of shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 1998 Equity Incentive Plan.
- (3) Grant to reporting person of option to buy number of shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 2000 Stock Incentive Plan.
- (4) Options were fully exercisable on the date shown.
- (5) Thirty percent of this option will become exercisable on each of 7/1/01 and 7/1/02 and an additional 40 percent will become exercisable on 7/1/03
- (6) Thirty percent of this option will become exercisable on each of 6/28/02 and 6/28/03 and an additional 40 percent will become exercisable on 6/28/04.
- (7) Thirty percent of this option will become exercisable on each of 6/22/03 and 6/22/04 and an additional 40 percent will become exercisable on 6/22/05.
- (8) Thirty percent of this option will become exercisable on each of 6/25/04 and 6/25/05 and an additional 40 percent will become exercisable on 6/25/06.
- (9) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purposes of Section 16 or for any other purposes.
- (10) These shares are held in trust for the benefit of the reporting person's spouse.
- (11) Thirty percent of this option will become exercisable on each of 6/25/05 and 6/25/06 and an additional 40 percent will become exercisable on 6/25/07.
- (12) These options become exercisable in annual 25% increments, commencing on the date shown in Table II, Column 6.
- (13) Stock was acquired and sold pursuant to a Sales Plan compliant with the requirements of SEC Rule 10b5-1.

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.