

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

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O CONNELL DESMOND JR C/O ABIOMED, INC. 22 CHERRY HILL DRIVE 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.