ICU MEDICAL INC/DE

Form 4

February 03, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

3235-0287 Number:

Expires:

January 31, 2005

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obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * LOPEZ GEORGE A

2. Issuer Name and Ticker or Trading Symbol

ICU MEDICAL INC/DE [ICUI]

5. Relationship of Reporting Person(s) to Issuer

(Middle)

(Zip)

3. Date of Earliest Transaction

(Check all applicable)

951 CALLE AMANECER

(Month/Day/Year)

02/01/2014

X_ Director Officer (give title below)

X__ 10% Owner Other (specify

(Street)

(State)

(First)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

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

Person

Filed(Month/Day/Year)

SAN CLEMENTE, CA 92673

Table I - Non-Derivati	Tro Committee A coming	d Diamond of a	. Danafiaially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	ed of (D)	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	02/01/2014		M	5,606	A	\$0	452,414	D	
Common Stock	02/01/2014		F	2,179	D	\$ 63.45	450,235	D	
Common Stock							1,186,843	I	by Partnership (1)

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

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number.

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)	Conversion (Month/Day/Year) Execution Date, if or Exercise any Code Security Execution Date, if any Code Security Execution Date, if any Code Security Execution Date, if Transaction Derivation (Month/Day/Year) (Instr. 8) Acquir (A) or Dispose (D) (Instr. 2) (Instr. 3)		Securities Acquired (A) or Disposed of	ive Expiration Date (Month/Day/Year)		7. Title and Ame Underlying Secu (Instr. 3 and 4)		
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ai or Ni of Sh
Non-Qualified Stock Option (right to buy)	(3)	02/01/2014	M	2,803 (4)	02/01/2013(5)	02/01/2013	Common Stock	2

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
LOPEZ GEORGE A 951 CALLE AMANECER SAN CLEMENTE, CA 92673	X	X				

Signatures

By: Lynn DeMartini For: George A. Lopez,

M.D. 02/03/2014

**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).

Common Stock owned by George A. Lopez M.D. Second Family Limited Partnership. Dr. Lopez holds a one-percent general partnership interest in the Partnership. As general partner, he has the power to vote and power to dispose of the 1,186,843 shares owned by the Partnership and may be deemed to be beneficial owner of such shares. The Partnership acquired the shares on 2/24/99 from Trusts for the

- (1) benefit of the Lopez children, the Christopher George Lopez Children's Trust and the Nicholas George Lopez Children's Trust, which own a 99% limited partnership in the Partnership. Dr. Lopez is not trustee of and has no interest in the children's Trusts. Except to the extent of his undivided one percent general partnership interest in the assets of the Partnership, Dr. Lopez disclaims any beneficial ownership of the shares owned by the Partnership.
- (2) These securities are Restricted Stock Units.
- (3) There is neither a purchase price nor an exercise price for the Restricted Stock Units.

(4)

Reporting Owners 2

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As disclosed in the Reporting Person's Form 4 for the original grant of the RSUs, the award agreement for the RSU provided that the shares covered by the RSU were subject to increase in the event that the Company's adjusted TSR for 2012 equaled or exceeded certain thresholds. On January 31 2013, the Company's Compensation Committee determined that the Company's adjusted TSR for 2012 equaled or exceed the 75th percentile of the Company's peer companies. As a result, the shares covered by the Reporting Person's RSU increased by 200%. The share amounts reported in Table II for the RSU reflect the unadjusted share amounts, and the share amount reported in Table I reflects the number of shares covered by the RSU that have vested, as adjusted for the increase.

(5) Vesting of any amount earned would be one-third on the anniversary date of the award; one-third of the award two years after grant, and the remaining one-third a year later, with the employee having to be employed by the Company at the time of any vesting.

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.