ICU MEDICAL INC/DE

Form 4

February 13, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations

may continue. See Instruction

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

1(b).

(Last)

(City)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * Lamb Scott E

(First)

2. Issuer Name and Ticker or Trading Symbol

ICU MEDICAL INC/DE [ICUI]

3. Date of Earliest Transaction

(Month/Day/Year) 02/11/2015

Director

Issuer

10% Owner Other (specify

X_ Officer (give title below) below) Secretary, Treasurer,

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

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

SAN CLEMENTE, CA 92673

(State)

951 CALLE AMANECER

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

Execution Date, if (Month/Day/Year)

(Middle)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amour Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securit** Securities Security or Exercise Code (Month/Day/Year) (Instr. 3 and 4) any

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A or Disposed (D) (Instr. 3, 4, and 5)				
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Common Stock (1)	\$ 0 (2)	02/11/2015		A	4,452	(3)	02/11/2018	Common Stock	4,4
Non-Qualified Stock Option (right to buy)	\$ 88.76	02/11/2015		A	16,583	<u>(4)</u>	02/11/2025	Common Stock	16,5

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lamb Scott E

951 CALLE AMANECER Secretary, Treasurer,

SAN CLEMENTE, CA 92673

Signatures

By: Lynn Ehrhart For: Scott E.

Lamb 02/13/2015

**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.
- (2) There is neither a purchase price nor an exercise price for the Restricted Stock Units.
- (3) One third of the Units subject to the award shall vest on each of the first, second, and third anniversaries of the grant date.
- One-third of the shares shall vest on each of the first, second, and third anniversaries of the grant date. 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 thirty percent of the exercise price per share for thirty consecutive trading days. The appreciation must occur within four years from the grant date.

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.

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