

Sanzone Virginia Ruth
 Form 4
 March 08, 2019

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 *
 Sanzone Virginia Ruth

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
 03/06/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, General Counsel

SAN CLEMENTE, CA 92673

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

(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)
			Code	V	Amount or Price		
Common Stock	03/06/2019		M		10,410 A \$ 0	13,167	D
Common Stock	03/06/2019		F		5,133 D \$ 0	8,034	D
Common Stock	03/07/2019		S ⁽¹⁾		2,097 D \$ 231.7 ⁽²⁾	5,937	D
Common Stock	03/07/2019		S ⁽¹⁾		2,980 D \$ 232.67 ⁽³⁾	2,957	D
Common Stock	03/07/2019		S ⁽¹⁾		200 D \$ 2,757	233.35	D

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(4)

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

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(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)	8. Amount or Number of Shares
Common Stock (5)	(6)	03/06/2019		M	3,470 (7)	(8) 03/06/2019	Common Stock	10,410

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Sanzone Virginia Ruth
951 CALLE AMANECER
SAN CLEMENTE, CA 92673

VP, General Counsel

Signatures

By: Alejandro Parras, Attorney-In-Fact For: Virginia Sanzone

03/08/2019

 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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 13, 2018.

(2) The price reported in Column 4 is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$231.22 to \$232.11, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

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(3) The price reported in Column 4 is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$232.28 to \$233.27, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

(4) The price reported in Column 4 is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$233.31 to \$233.38, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

(5) These Securities are Performance-based Restricted Stock Units (PRSU).

(6) There is neither a purchase price nor an exercise price for the PRSUs.

(7) Each PRSU reflects the contingent right to receive a variable number of shares of common stock based on achieving performance goals. At the determination date, based on certification of the achievement of the performance criteria, the reporting person earned 300% of the target award amount.

(8) These PRSUs were granted on February 5, 2016. The vesting for these PRSUs is dependent upon the achievement of performance criteria related to the Company's fiscal year 2018 Adjusted EBITDA per share CAGR in comparison to the fiscal year 2015 Adjusted EBITDA per weighted average basic share. The reporting person may potentially earn 100% to 300% of the target award amount originally reported on the date of grant.

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.