

Voigtlander Christian B.
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 *
Voigtlander Christian B.

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

SAN CLEMENTE, CA 92673

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	03/06/2019		M		11,583	A	\$ 0
Common Stock	03/06/2019		F		5,644	D	\$ 0

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)

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
Common Stock ⁽¹⁾	<u>(2)</u>	03/06/2019		M	3,470 ⁽³⁾	<u>(4)</u> 03/06/2019	Common Stock 10,410
Common Stock ⁽⁵⁾	<u>(6)</u>	03/06/2019		M	1,173	<u>(7)</u> 03/06/2021	Common Stock 1,173
Common Stock ⁽⁵⁾	<u>(6)</u>	03/06/2019		A	4,331	<u>(7)</u> 03/06/2022	Common Stock 4,331

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Voigtlander Christian B. 951 CALLE AMANECER SAN CLEMENTE, CA 92673			Chief Operating Officer	

Signatures

By: Alejandro Parras, Attorney-In-Fact For: Christian B. Voigtlander 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) These Securities are Performance-based Restricted Stock Units (PRSU).
- (2) There is neither a purchase price nor an exercise price for the PRSUs.
- (3) 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.

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.
- (5) These securities are Restricted Stock Units.

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- (6) There is neither a purchase price nor an exercise price for the Restricted Stock Units.
- (7) One third of the units subject to the award shall vest on each of the first, second, and third anniversaries of 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.
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