

Petrucci Gary M
Form 4
January 04, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Petrucci Gary M

2. Issuer Name and Ticker or Trading Symbol
Cardiovascular Systems Inc [CSII]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
651 CAMPUS DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/02/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

ST. PAUL, MN 55112
(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | (A) or (D) Price | 222,686 | D | |
| Common Stock | | | | (A) or (D) Price | 32,350 | I | By Partnership (1) |

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|-------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Stock Option (right to buy) | \$ 5.01 | 12/02/2009 | | A | | 12,940 | | 12/02/2009 | 12/01/2019 | Common Stock | 12,940 |
| Stock Option (right to buy) | \$ 12.37 | 12/02/2009 | | A | | 9,705 | | 12/01/2005 | 11/30/2015 | Common Stock | 9,705 |
| Stock Option (right to buy) | \$ 12.37 | 12/02/2009 | | D | | 9,705 | | 12/01/2005 | 11/30/2010 | Common Stock | 9,705 |
| Stock Option (right to buy) | \$ 8.83 | | | | | | | 12/19/2006 | 12/18/2016 | Common Stock | 19,410 |
| Stock Option (right to buy) | \$ 7.9 | | | | | | | 10/09/2007 | 10/08/2017 | Common Stock | 4,360 |
| Stock Option (right to buy) | \$ 11.38 | | | | | | | 11/13/2007 | 11/12/2017 | Common Stock | 24,360 |
| Stock Option (right to buy) | \$ 12.15 | | | | | | | 12/31/2007 | 12/30/2012 | Common Stock | 236,000 |
| Warrant | \$ 8.78 | | | | | | | 07/19/2006 | 07/19/2011 | Common Stock | 3,000 |
| Warrant | \$ 8.83 | | | | | | | 02/25/2009 | 02/24/2014 | Common Stock | 8,000 |
| Restricted Stock Units | (3) | | | | | | | (3) | (3) | Common Stock | 5,000 |

Restricted
Stock
Units

(4)

(4)

(4)

Common
Stock 11.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Petrucci Gary M 651 CAMPUS DRIVE ST. PAUL, MN 55112 | | X | | |

Signatures

/s/ John R. Remakel as Attorney-in-Fact for Gary M. Petrucci pursuant to Power of Attorney
previously filed.

01/04/2010

__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) Shares held by Applecrest Partners LTD Partnership, of which Mr. Petrucci is the General Partner.

(2) The Reporting Person agreed to cancellation of an option granted to him on December 1, 2005, in exchange for a new option extending the expiration date for an additional five years.

(3) Each restricted stock unit represents the right to receive a payment from CSI equal in value to the market price per share of CSI common stock on the date of payment and shall be payable in cash beginning six months following the termination of each director's board membership.

(4) Each restricted stock unit represents the right to receive a payment from CSI equal in value to the market price per share of CSI common stock on the date of payment, and shall be payable in cash beginning six months following the termination of each director's board membership; provided, however, that the restricted stock units vest in equal quarterly amounts of 2,907 on each of 9/30/2009, 12/31/2009, 3/31/2010 and 6/30/2010.

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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