RIGGS STEVEN Form 4 February 01, 2005

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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if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person * **RIGGS STEVEN**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ICU MEDICAL INC/DE [ICUI]

(Check all applicable)

C/O ICU MEDICAL INC, 951

(First)

3. Date of Earliest Transaction

(Month/Day/Year) 01/29/2005

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

CALLE AMANECER (Street)

(Middle)

(Zip)

4. If Amendment, Date Original

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

Vice President Operations

Filed(Month/Day/Year)

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

Person

SAN CLEMENTE, CA 92673

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

(State)

3. Execution Date, if TransactionAcquired (A) or Code (Month/Day/Year) (Instr. 8)

4. Securities Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

(A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

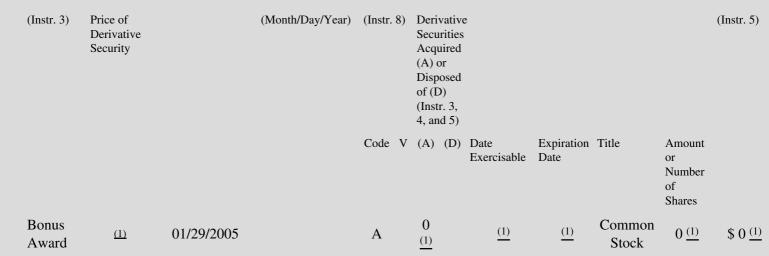
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 3. Transaction Date 3A. Deemed 4. 5. 6. Date Exercisable and 7. Title and Amount of 8. Price of Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber **Expiration Date** Underlying Securities Derivative Security or Exercise Code of(Month/Day/Year) (Instr. 3 and 4) Security any

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RIGGS STEVEN C/O ICU MEDICAL INC 951 CALLE AMANECER SAN CLEMENTE, CA 92673

Vice President Operations

Signatures

By: Lynn DeMartini For: Stephen D.

02/01/2005

Riggs

**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).

The reported bonus award entitles the reporting person to receive, on the sixth anniversary of the date of the award, cash in the amount of \$400,000, subject to certain conditions. If, between the date of the award and the payment date, (A) the market price of the common stock

(1) equals or exceeds \$50 per share for 10 consecutive trading days, the amount payable at the payment date will be \$600,000, or (B) if the issuer's market capitalization equals or exceeds \$1 billion for 10 consecutive trading days, the amount payable at the payment date will be \$800,000. Payment may be accelerated if the current chief executive officer of the issuer ceases to be the chief executive officer.

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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