

ICU MEDICAL INC/DE  
Form 3  
March 16, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Sanzone Virginia Ruth		(Month/Day/Year)	ICU MEDICAL INC/DE [ICUI]	
(Last)	(First)	(Middle)	03/11/2016	
951 CALLE AMANECER			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SAN CLEMENTE,Â CAÂ 92673			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			VP, General Counsel	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title	Amount or Number of Shares		

Common Stock <sup>(1)</sup>	Â <sup>(2)</sup>	08/24/2018 <sup>(3)</sup>	Common Stock	9,147	\$ 0 <sup>(4)</sup>	D	Â
Common Stock <sup>(5)</sup>	Â <sup>(6)</sup>	12/31/2018	Common Stock	3,470	\$ 0 <sup>(4)</sup>	D	Â
Common Stock <sup>(7)</sup>	Â <sup>(2)</sup>	02/05/2019 <sup>(3)</sup>	Common Stock	3,470	\$ 0 <sup>(4)</sup>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sanzone Virginia Ruth 951 CALLE AMANECER SAN CLEMENTE, CA 92673	Â	Â	Â VP, General Counsel	Â

## Signatures

By: Paula Darbyshire For: Virginia R. Sanzone 03/16/2016

        Signature of Reporting Person

        Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 and were granted on 8/24/2015.  
 (2) One third of the Units subject to the award shall vest on each of the first, second, and third anniversaries of the grant date.  
 (3) These are restricted stock units that fully vest 3 years from the grant date.  
 (4) There is neither a purchase price nor an exercise price for the Restricted Stock Units.  
 (5) These securities are Performance Restricted Stock Units and were granted on 2/5/16.

The vesting for this performance-based restricted stock unit ("PRSU") award is dependent upon the reporting person's earning PRSUs based on 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 number of shares reported is the target award amount. The reporting person may potentially earn PRSUs ranging from 100% to 300% of the target award amount. The shares subject to the actual earned PRSU award will vest prior to March 15, 2019, the determination date, based on certification of the achievement of the performance criteria.

- (7) These securities are Restricted Stock Units and were granted on 2/5/2016.

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.