

THORATEC CORP
Form 4
October 08, 2015

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 *
Lehman David Aaron

(Last) (First) (Middle)
6035 STONERIDGE DRIVE
(Street)

PLEASANTON, CA 94588

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
THORATEC CORP [THOR]

3. Date of Earliest Transaction
(Month/Day/Year)
10/08/2015

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)
SVP and General Counsel

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 (A) or (D) Price		
Common Stock	10/01/2015			G	1,263 D \$ 0	53,512	D
Common Stock	10/08/2015			A	18,143 (1) A \$ 0	71,655	D
Common Stock	10/08/2015			D	71,655 D \$ 63.5	0	D

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

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number.

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Options (Right to Buy)	\$ 14.97	10/08/2015		D	21,000	<u>(2)</u>	02/27/2018	Common Stock	21,000
Non-Qualified Stock Options (Right to Buy)	\$ 23.93	10/08/2015		D	13,637	<u>(2)</u>	02/25/2019	Common Stock	13,637
Non-Qualified Stock Options (Right to Buy)	\$ 29.81	10/08/2015		D	23,468	<u>(2)</u>	03/03/2020	Common Stock	23,468
Non-Qualified Stock Options (Right to Buy)	\$ 27.3	10/08/2015		D	30,000	<u>(2)</u>	03/01/2021	Common Stock	30,000
Non-Qualified Stock Options (Right to Buy)	\$ 33.99	10/08/2015		D	28,379	<u>(3)</u>	03/09/2022	Common Stock	28,379
Non-Qualified Stock Options (Right to Buy)	\$ 35.68	10/08/2015		D	28,335	<u>(4)</u>	03/07/2023	Common Stock	28,335
Non-Qualified Stock Options (Right to Buy)	\$ 35	10/08/2015		D	26,697	<u>(5)</u>	03/17/2024	Common Stock	26,697

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lehman David Aaron 6035 STONERIDGE DRIVE PLEASANTON, CA 94588			SVP and General Counsel	

Signatures

/s/ David A.

Lehman

10/08/2015

__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) Represents time based vesting Restricted Stock Units ("RSUs") issued upon the settlement of Performance Share Units ("PSUs") of the Issuer. The PSUs were accelerated in full (with performance-based conditions for such units treated as having been obtained at the "maximum" level), and, immediately thereafter, vesting of the underlying RSUs were accelerated in full immediately prior to the Issuer's merger with St. Jude Medical, Inc., a Minnesota corporation.

(2) This option, which is fully vested and exercisable, was cancelled pursuant to the terms and conditions of an Agreement and Plan of Merger executed by the Issuer in exchange for a cash payment equal to (i) the number of shares of Issuer common stock underlying the option multiplied by (ii) the excess of \$63.50 over the per share exercise price of such option.

(3) This option, which provided for vesting in four equal annual installments commencing one year after March 9, 2012, was cancelled pursuant to the terms and conditions of an Agreement and Plan of Merger executed by the Issuer in exchange for a cash payment equal to (i) the number of shares of Issuer common stock underlying the option multiplied by (ii) the excess of \$63.50 over the per share exercise price of such option.

(4) This option, which provided for vesting in four equal annual installments commencing one year after March 7, 2013, was cancelled pursuant to the terms and conditions of an Agreement and Plan of Merger executed by the Issuer in exchange for a cash payment equal to (i) the number of shares of Issuer common stock underlying the option multiplied by (ii) the excess of \$63.50 over the per share exercise price of such option.

(5) This option, which provided for vesting in four equal annual installments commencing one year after March 17, 2014, was cancelled pursuant to the terms and conditions of an Agreement and Plan of Merger executed by the Issuer in exchange for a cash payment equal to (i) the number of shares of Issuer common stock underlying the option multiplied by (ii) the excess of \$63.50 over the per share exercise price of such option.

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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