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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

				or Se	ction	30(	h) of th	e Inves	stment	Company A	ct of 19	40						
1. Name a		2. Issuer Name <b>and</b> Ticker or Trading Symbol  ICU MEDICAL INC/DE [ ICUI ]									Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director  10% Owner							
(Last) (First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 01/04/2016										r (give title	Other below)	(specify	
951 CALLE AMANECER															VP Ope	erations		
(044)					4. If Amendment, Date of Original Filed (Month/Day/Year)  6. Ind Line)										lividual or Joint/Group Filing (Check Applicable			
(Street) SAN CLEMENTE CA 92673					X Form filed by One Reporting Person Form filed by More than One Reporting Person													
(City)	(City) (State) (Zip)																	
		Tab	le I - Non-Deri	ative	Sec	uri	ties A	cqui	red,	Disposed	of, oı	Benef	icially	Owne	d			
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)				Exec	2A. Deemed Execution Date, if any (Month/Day/Year)			ransac ode (Ir )		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and				Secur Benef Owner	icially d	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	
							ď	ode	v	Amount	(A) or (D)	Price				(Instr. 4)	(Instr. 4)	
Common Stock			01/04/2016	j				<b>S</b> <sup>(1)</sup>	Ш	1,232	D	\$107.	.068(2)	2	2,003	D		
Common Stock			01/04/2016				<b>S</b> <sup>(1)</sup>		600	D	\$107.8	3729 <sup>(3)</sup>	1	,403	D			
Common Stock			01/04/2016				<b>S</b> <sup>(1)</sup>	Ш	500	D	\$109.	.579(4)		903	D			
Common Stock			01/04/2016	5				<b>S</b> <sup>(1)</sup>		200	D	\$110.	.323(5)		703	D		
Common Stock			01/04/2016	5				X		15,000	A	\$43	3.62	1	5,703	D		
Common Stock			01/04/2016	5				<b>S</b> <sup>(1)</sup>		3,071	D	\$105.3	3648(6)	1	2,632	D		
Common Stock 0			01/04/2016	;				<b>S</b> <sup>(1)</sup>		3,725	D	\$106.	5106.5682 <sup>(7)</sup>		3,907	D		
Common	Stock	01/04/2016	j				<b>S</b> <sup>(1)</sup>		5,400	D	\$107.3	3997(8)	3	3,507	D			
Common Stock 01/04/2				;				<b>S</b> <sup>(1)</sup>		950	D	\$108.3283(9)		2	2,557	D		
Common Stock 01/04/2016								<b>S</b> <sup>(1)</sup>		854	D	\$109.3	S109.3106 <sup>(10)</sup>		,703	D		
Common Stock 01/04/2016								<b>S</b> <sup>(1)</sup>		1,000	D	\$110.3	5110.3862(11)		703			
		Т	able II - Deriva							sposed o				wned				
	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date,	4. Transactio Code (Instr		5. Numb		6. D Expi (Moi	ate Ex	ercisable and Date	7. Tit Amou Secur Unde Deriv Secur	7. Title and Amount of Securities Underlying Derivative Security (Instrand 4)		rivative curity str. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership	
Non-				Code	v	(A)	(D)	Date Exer	cisabl	Expiration e Date	Title	Amo or Num of Shar	ber					
Qualified Stock Option (right to buy)	\$43.62	01/04/2016		X			15,00	0	(12)	07/20/2021	Comr		000	(13)	0	D		

## Explanation of Responses:

- 1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 23, 2015.
- 2. The price recorded in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$106.62 to \$107.48, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

- 3. The price recorded in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$107.74 to \$108.20, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- 4. The price recorded in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$109.12 to \$110.03, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- 5. The price recorded in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$110.16 to \$110.51, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- 6. The price recorded in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$105.00 to \$105.97, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- 7. The price recorded in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$106.03 to \$107.02, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- 8. The price recorded in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$107.03 to \$108.01, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- 9. The price recorded in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$108.03 to \$109.00, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- 10. The price recorded in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$109.03 to \$109.62, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- 11. The price recorded in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$110.04 to \$110.89, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- 12. Options vest and are exercisable as to 25% of the underlying grant one year after the date of grant and in equal monthly installments thereafter for three additional years.
- 13. Transaction is the exercise of a derivative security; see Column 2.

By: Paula Darbyshire For: Steven C. Riggs 01/05/2016

\*\* Signature of Reporting Person Date

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

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

Know all by these presents that the undersigned hereby constitutes and appoints Paula Darbyshire, and with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of ICU Medical, Inc., a Delaware corporation (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in any such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that each such attorney-in-fact, or each such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each of the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 9 day of October, 2015.

/s/ Steven C. Riggs