Non-Qualified Stock

Option

(right to buy)⁽¹⁾

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

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

1. Name and Address of Reporting Person [®] <u>LOPEZ GEORGE A</u>					2. Issuer Name and Ticker or Trading Symbol <u>ICU MEDICAL INC/DE</u> [ICUI]							(Che	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner					
(Last) (First) (Middle)				3. Date of Earliest Transaction (Month/Day/Year) 01/30/2015									(give title			specify		
951 CALLE AMANECER					4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) SAN CLEME	,										X Form filed by One Reporting Person Form filed by More than One Reporting Person							
(City)	(S	tate) (Zip)																
		Tab	le I - Non-D)eriva	ative	Secur	ities Ac	quired	l, Dis	sposed of	f, or Be	neficial	y Owned	,				
Date				Date Exec Month/Day/Year) if an		Execution f any	A. Deemed xecution Date, any Month/Day/Year)				es Acquired (A) o Of (D) (Instr. 3, 4		r 5. Amount of Securities Beneficially Owned Following		6. Ownershi Form: Direc (D) or Indirect (I) (Instr. 4)			
								Code	v	Amount	(A) or (D)	Price	Reported Transactio (Instr. 3 an	rted action(s)) (11	1str. 4)	
Common Stock 0				01/30/2015				М		5,606	A	\$0.0	403,641		D			
Common	01/3	01/30/2015				F		2,925	D	\$83.58	400,716		D					
Common Stock													1,086,843		Ι		y artnership	
			Table II -							osed of, o onvertible			wned	· · · · ·				
1. Title of Derivative Security (Instr. 3)	ivative Conversion Date Exe urity or Exercise (Month/Day/Year) if a		3A. Deemed Execution Da if any (Month/Day/Y	ution Date, Trans		saction e (Instr.) 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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		10. Ownersh Form: Direct (D or Indire (I) (Instr. 4)	Beneficia) Ownershi	
								1				Amount	1					

Explanation of Responses: 1. These securities are Restricted Stock Units. 2. There is neither a purchase price nor an exercise price for the Restricted Stock Units.

01/30/2015

(2)

3. If the Company's adjusted TSR for 2012 is equal or greater than the 33d percentile of the peer companies (but less than 50%), 50% of the shares covered by the RSUs would be earned; if adjusted TSR for the Company is equal or greater than the 75th percentile of the peer companies, 200% of the shares shown above for the RSUs would be earned. Vesting of any amount earned would be 33% on the anniversary date of the award; 33% of the award two years after grant, and the remaining 33% a year later, with the employee having to be employed by the Company at the time the award was earned and at the time of any vesting.

Date

2,803(3)

Exercisable

01/30/2015⁽⁴⁾

Expiration

02/01/2013

Date

4. Vesting of any amount earned would be one-third on the anniversary date of the award; one-third of the award two years after grant, and the remaining one-third a year later, with the employee having to be employed by the Company at the time of any vesting.

> By: Lynn Ehrhart For: George 02/02/2015 A. Lopez, M.D.

** Signature of Reporting Person Date

Number

Shares

2,803(3)

\$0.0⁽²⁾

0

D

of

Title

Commo

Stock⁽³⁾

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.

Code

М

v (A) (D)

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.