

| OMB APPROVAL | |
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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|--|--|--|
| 1. Name and Address of Reporting Person* <u>Jain Vivek</u> (Last) (First) (Middle) 951 CALLE AMANECER (Street) SAN CA 92673 CLEMENTE (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>ICU MEDICAL INC/DE [ICU]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman and CEO |
| | 3. Date of Earliest Transaction (Month/Day/Year) 01/06/2021 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 01/06/2021 | | M ⁽¹⁾ | | 13,366 | A | \$58.79 | 79,607 | D | |
| Common Stock | 01/06/2021 | | M ⁽¹⁾ | | 10,973 | A | \$58.79 | 90,580 | D | |
| Common Stock | 01/06/2021 | | S ⁽²⁾ | | 24,339 | D | \$220 ⁽³⁾ | 66,241 | D | |
| Common Stock | 01/07/2021 | | M ⁽¹⁾ | | 6,070 | A | \$58.79 | 72,311 | D | |
| Common Stock | 01/07/2021 | | S ⁽²⁾ | | 6,070 | D | \$220 ⁽³⁾ | 66,241 | D | |
| Common Stock | 01/08/2021 | | M ⁽¹⁾ | | 38,591 | A | \$58.79 | 104,832 | D | |
| Common Stock | 01/08/2021 | | S ⁽²⁾ | | 38,591 | D | \$220 | 66,241 | D | |

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 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. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Non-Qualified Stock Option (right to buy) | \$58.79 | 01/06/2021 | | M ⁽¹⁾ | | | 13,366 | 02/13/2018 ⁽⁴⁾ | 02/24/2024 | Common Stock | 13,366 | \$0.0 | 400,000 | D | |
| Non-Qualified Stock Option (right to buy) | \$58.79 | 01/06/2021 | | M ⁽¹⁾ | | | 10,973 | 02/13/2018 ⁽⁵⁾ | 02/24/2024 | Common Stock | 10,973 | \$0.0 | 389,027 | D | |
| Non-Qualified Stock Option (right to buy) | \$58.79 | 01/07/2021 | | M ⁽¹⁾ | | | 6,070 | 02/13/2018 ⁽⁵⁾ | 02/24/2024 | Common Stock | 6,070 | \$0.0 | 382,957 | D | |
| Non-Qualified Stock Option (right to buy) | \$58.79 | 01/08/2021 | | M ⁽¹⁾ | | | 38,591 | 02/13/2018 ⁽⁵⁾ | 02/24/2024 | Common Stock | 38,591 | \$0.0 | 344,366 | D | |

Explanation of Responses:

- The option exercises reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 4, 2020.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 4, 2020.
- All shares sold were sold at the exact price disclosed.
- Twenty-five percent of the shares shall vest on each of the first, second, third, and fourth anniversaries of the vesting commencement date of February 13, 2014. Fifty percent of the vested shares shall become exercisable if, during the term of the option, the closing price of the Company's common stock is equal to or more than one-hundred and twenty-five percent of the exercise price per share for thirty consecutive trading days. The remaining fifty percent of the vested shares shall become exercisable if, after the date of award and on or before the expiration date, the closing price of the Company's common stock is equal to or more than one-hundred and fifty percent of the exercise price for 30 consecutive trading days.
- Options vest and are exercisable as to 25% of the underlying grant one year after the vesting commencement date of February 13, 2014 and in equal monthly installments thereafter for three additional years.

By: Paula Darbyshire,

01/08/2021

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.