

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

1. Name and Address of Reporting Person* <u>Lamb Scott E</u>  (Last) (First) (Middle) 951 CALLE AMANECER  (Street) SAN CLEMENTE CA 92673  (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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Secretary, Treasurer,</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2013</u>	
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	02/01/2013		M		1,680	A	\$0.0	3,744	D	
Common Stock	02/01/2013		F		711	D	\$61.16	3,033	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) <sup>(1)</sup>	(2)	02/01/2013		M		840 <sup>(3)</sup>		02/01/2013 <sup>(4)</sup>	02/01/2013	Common Stock	840 <sup>(3)</sup>	\$0.0 <sup>(2)</sup>	1,680 <sup>(3)</sup>	D	

**Explanation of Responses:**

- These securities are Restricted Stock Units.
- There is neither a purchase price nor an exercise price for the Restricted Stock Units.
- As disclosed in the Reporting Person's Form 4 for the original grant of the RSUs, the award agreement for the RSU provided that the shares covered by the RSU were subject to increase in the event that the Company's adjusted TSR for 2012 equaled or exceeded certain thresholds. On January 31 2013, the Company's Compensation Committee determined that the Company's adjusted TSR for 2012 equaled or exceeded the 75th percentile of the Company's peer companies. As a result, the shares covered by the Reporting Person's RSU increased by 200%. The share amounts reported in Table I for the RSU reflect the unadjusted share amounts, and the share amount reported in Table II reflects the number of shares covered by the RSU that have vested, as adjusted for the increase.
- 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 DeMartini For: 02/04/2013  
Scott E. Lamb

\*\* 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.