

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

**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).

1. Name and Address of Reporting Person* <u>Jain Vivek</u>			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) <b>Chairman and CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/07/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
<u>951 CALLE AMANECER</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.				
<u>SAN CLEMENTE</u>	<u>CA</u>	<u>92673</u>						

**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 <sup>(1)</sup>	03/07/2024		M		3,218	A	\$0.0	90,536	D	
Common Stock	03/07/2024		F		1,764	D	\$105.39	88,772	D	
Common Stock <sup>(2)</sup>	03/07/2024		M		19,306	A	\$0.0	108,078	D	
Common Stock	03/07/2024		F		10,588	D	\$105.39	97,490	D	
Common Stock <sup>(1)</sup>	03/08/2024		M		2,525	A	\$0.0	100,015	D	
Common Stock	03/08/2024		F		1,384	D	\$104.52	98,631	D	
Common Stock <sup>(2)</sup>	03/08/2024		M		8,331	A	\$0.0	106,962	D	
Common Stock	03/08/2024		F		4,569	D	\$104.52	102,393	D	
Common Stock								88,698	I	by Trust

**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
Common Stock <sup>(1)</sup>	\$0.0 <sup>(3)</sup>	03/08/2024		M		2,525		03/08/2022 <sup>(4)</sup>	03/08/2024 <sup>(5)</sup>	Common Stock	2,525	\$0.0	0	D	
Common Stock <sup>(1)</sup>	\$0.0 <sup>(3)</sup>	03/07/2024		M		3,218		03/07/2023 <sup>(4)</sup>	03/07/2025 <sup>(5)</sup>	Common Stock	3,218	\$0.0	3,218	D	
Performance Shares <sup>(2)</sup>	\$0.0 <sup>(6)</sup>	03/07/2024		M		19,306		(7)	03/07/2024	Common Stock	19,306	\$0.0	0	D	
Performance Shares <sup>(2)</sup>	\$0.0 <sup>(6)</sup>	03/08/2024		M		8,331		(8)	03/08/2024	Common Stock	8,331	\$0.0	0	D	

**Explanation of Responses:**

- These securities are Restricted Stock Units.
- These Securities are Performance-based Restricted Stock Units (PRSU).
- There is neither a purchase price nor an exercise price for the Restricted Stock Units.
- One third of the units subject to the award shall vest on each of the first, second, and third anniversaries of the grant date.
- These are restricted stock units that fully vest 3 years from the grant date.
- There is neither a purchase price nor an exercise price for the PRSUs.
- These PRSUs were granted on March 7, 2022 and had a 2-year cliff-vest performance period subject to the satisfaction of performance-based metrics and continuous services through the vest date. The PRSUs were approved for vesting in February 2024 by the Compensation Committee at 200% of the original grant.
- These PRSUs were granted on March 8, 2021 and had a 3-Year cliff-vest subject to the satisfaction of performance-based metrics and continuous services through the vest date. The PRSUs were approved for vesting in February 2024 by the Compensation Committee at 110% of the original grant.

By: Paula Darbyshire, Attorney- 03/11/2024  
in-fact For: Vivek Jain

\*\* 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.**