

Cardiovascular Systems Inc  
 Form 4  
 February 27, 2015

**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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**Martin David**

(Last) (First) (Middle)  
 651 CAMPUS DRIVE  
 (Street)

ST. PAUL, MN 55112

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Cardiovascular Systems Inc [CSII]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**02/25/2015**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President and CEO**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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                    | 02/25/2015                           |  | M                              |   | 20,800  | A  | \$ 8.83   |
| Common Stock                    | 02/25/2015                           |  | S <sup>(1)</sup>               |   | 20,800  | D  | \$ 37   |
| Common Stock                    | 02/25/2015                           |  | S <sup>(2)</sup>               |   | 2,000   | D  | \$ 37.2397  |
| Common Stock                    | 02/27/2015                           |  | G                              | V   | 2,271   | D  | \$ 0  |
| Common Stock                    |                                      |  |                                |   |   |  | 850   |
|                                 |                                      |  |                                |   |   | I  | By child  |

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|              |     |   |          |
|--------------|-----|---|----------|
| Common Stock | 350 | I | By child |
| Common Stock | 850 | I | By child |

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

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**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)<br>(Instr. 3, 4, and 5) |        | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--------|--|-----------------|---|
|  |  |                                      |  |                                | (A)  | (D)    | Date Exercisable   | Expiration Date |   |
| Stock Option (right to buy)                | \$ 8.83  | 02/25/2015                           |  | M                              |  | 20,800 | (4)  | 02/14/2017      | Common Stock 20,800   |
| Stock Option (right to buy)                | \$ 7.9   |                                      |  |                                |  |        | (4)  | 06/11/2017      | Common Stock 90,580   |
| Stock Option (right to buy)                | \$ 12.15   |                                      |  |                                |  |        | (4)  | 12/11/2017      | Common Stock 234,395  |
| Stock Option (right to buy)                | \$ 8.75  |                                      |  |                                |  |        | (4)  | 03/01/2019      | Common Stock 32,350   |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                   |       |
|--------------------------------|---------------|-----------|-------------------|-------|
|                                | Director      | 10% Owner | Officer           | Other |
|                                | X             |           | President and CEO |       |

Martin David  
651 CAMPUS DRIVE  
ST. PAUL, MN 55112

## Signatures

/s/ Amanda Schmall as Attorney-in-Fact for David L. Martin pursuant to Power of Attorney previously filed.

02/27/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) The shares were sold pursuant to a Rule 10b5-1 trading plan.

(2) Sale of shares to provide funds to satisfy certain tax obligations of the reporting person.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.155 to \$37.3243 inclusive. The reporting person undertakes to provide Cardiovascular Systems, Inc., any security holder of  
(3) Cardiovascular Systems, 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 footnote.

(4) Fully exercisable.

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

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