

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Lamb Scott E</u> _____ (Last) (First) (Middle) <u>951 CALLE AMANECER</u> _____ (Street) <u>SAN CA 92673</u> <u>CLEMENTE</u> _____ (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>Chief Financial Officer,</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>01/17/2020</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	01/17/2020		M		5,334	A	\$0.0	18,643	D	
Common Stock	01/17/2020		F		2,846	D	\$0.0	15,797	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					
Common Stock <sup>(1)</sup>	\$0.0 <sup>(2)</sup>	01/17/2020		M			1,778 <sup>(3)</sup>	01/17/2020 <sup>(4)</sup>	12/31/2019	Common Stock	\$0.0	0	D	

**Explanation of Responses:**

- These Securities are Performance-based Restricted Stock Units (PRSU).
- There is neither a purchase price nor an exercise price for the PRSUs.
- Each PRSU reflects the contingent right to receive a variable number of shares of common stock based on achieving performance goals. At the determination date, based on certification of the achievement of the performance criteria, the reporting person earned 300% of the target award amount.
- These PRSUs were granted on March 27, 2017. The vesting for this performance-based restricted stock unit ("PRSU") award was dependent upon the achievement of a minimum Cumulative Adjusted EBITDA over the Fiscal Years 2017-2019. The reporting person was able to earn PRSUs ranging from 100% to 300% of the target award amount.

By: Paula Darbyshire,  
Attorney-In-Fact For: Scott E. Lamb 01/21/2020

\*\* 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.