

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>McGrody Kevin J</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 [ICUI]</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) <p style="text-align: center;">Controller</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/15/2016</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	08/15/2016		X		750	A	\$32.31	1,922	D	
Common Stock	08/15/2016		X		1,000	A	\$37	2,922	D	
Common Stock	08/15/2016		X		2,188	A	\$43.12	5,110	D	
Common Stock	08/15/2016		X		3,500	A	\$46.53	8,610	D	
Common Stock	08/15/2016		X		3,062	A	\$61.76	11,672	D	
Common Stock	08/15/2016		X		2,430	A	\$58.79	14,102	D	
Common Stock	08/15/2016		S		327 ⁽¹⁾	D	\$124.84	13,775	D	
Common Stock	08/15/2016		X		1,000	A	\$38.4	14,775	D	
Common Stock	08/15/2016		S		13,930	D	\$124.0897 ⁽²⁾	845	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)	\$32.31	08/15/2016		X			750	02/04/2014 ⁽³⁾	02/04/2020	Common Stock	750	\$32.31 ⁽⁴⁾	0	D	
Non-Qualified Stock Option (right to buy)	\$37	08/15/2016		X			1,000	07/21/2014 ⁽³⁾	07/21/2020	Common Stock	1,000	\$37 ⁽⁴⁾	0	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	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$38.4	08/15/2016		X			1,000	10/19/2012 ⁽³⁾	10/19/2017	Common Stock	1,000	\$38.4 ⁽⁴⁾	0	D	
Non-Qualified Stock Option (right to buy)	\$43.12	08/15/2016		X			2,188	02/02/2015 ⁽³⁾	02/02/2021	Common Stock	2,188	\$43.12 ⁽⁴⁾	0	D	
Non-Qualified Stock Option (right to buy)	\$46.53	08/15/2016		X			3,500	02/01/2016 ⁽³⁾	02/01/2022	Common Stock	3,500	\$46.53 ⁽⁴⁾	0	D	
Non-Qualified Stock Option (right to buy)	\$58.79	08/15/2016		X			2,430	⁽³⁾	02/24/2024	Common Stock	2,430	\$58.79 ⁽⁴⁾	3,805	D	
Non-Qualified Stock Option (right to buy)	\$61.76	08/15/2016		X			3,062	⁽³⁾	02/06/2023	Common Stock	3,062	\$61.76 ⁽⁴⁾	438	D	

Explanation of Responses:

- Shares purchased through Employee Stock Purchase Plan.
- The price reported in Column 4 is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$124.00 to \$124.35, inclusive. The reporting person undertakes to provide ICU Medical, Inc., any security holder of ICU Medical, 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 Form 4.
- Options vest and are exercisable as to 25% of the underlying grant one year after the date of grant and in equal monthly installments thereafter for three additional years.
- Transaction is the exercise of a derivative security; see Column 2.

By: Paula Darbyshire For: Kevin J. McGrody 08/17/2016

** 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.

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