

| OMB APPROVAL                                    |           |
|---|-----------|
| OMB Number:                                     | 3235-0287 |
| Estimated average burden<br>hours per response: | 0.5       |

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

|  |   |  |
|--|---|--|
| <b>1. Name and Address of Reporting Person*</b><br><u>LOPEZ GEORGE A</u><br><br>(Last) (First) (Middle)<br><u>951 CALLE AMANECER</u><br><br>(Street)<br><u>SAN CLEMENTE CA 92673</u><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>ICU MEDICAL INC/DE [ ICU ]</u> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)<br><p style="text-align: center;"><u>Chairman / Chairman</u></p> |
|  | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br><u>12/05/2008</u>            |  |
| <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>  |   |  |

**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                    | 12/05/2008                           |  | X                              |   | 39,366  | A          | \$8.1667  | 800,679   | D  |   |
| Common Stock                    | 12/05/2008                           | 12/05/2008   | S                              |   | 100   | D          | \$31.39   | 800,579   | D  |   |
| Common Stock                    | 12/05/2008                           | 12/05/2008   | S                              |   | 1,278   | D          | \$31.4    | 799,301   | D  |   |
| Common Stock                    | 12/05/2008                           | 12/05/2008   | S                              |   | 100   | D          | \$31.42   | 799,201   | D  |   |
| Common Stock                    | 12/05/2008                           | 12/05/2008   | S                              |   | 300   | D          | \$31.41   | 798,901   | D  |   |
| Common Stock                    | 12/05/2008                           | 12/05/2008   | S                              |   | 1,000   | D          | \$31.43   | 797,901   | D  |   |
| Common Stock                    | 12/05/2008                           | 12/05/2008   | S                              |   | 500   | D          | \$31.44   | 797,401   | D  |   |
| Common Stock                    | 12/05/2008                           | 12/05/2008   | S                              |   | 2,201   | D          | \$31.45   | 795,200   | D  |   |
| Common Stock                    | 12/05/2008                           | 12/05/2008   | S                              |   | 592   | D          | \$31.46   | 794,608   | D  |   |
| Common Stock                    | 12/05/2008                           | 12/05/2008   | S                              |   | 278   | D          | \$31.47   | 794,330   | D  |   |
| Common Stock                    | 12/05/2008                           | 12/05/2008   | S                              |   | 787   | D          | \$31.48   | 793,543   | D  |   |
| Common Stock                    | 12/05/2008                           | 12/05/2008   | S                              |   | 542   | D          | \$31.49   | 793,001   | D  |   |
| Common Stock                    | 12/05/2008                           | 12/05/2008   | S                              |   | 1,800   | D          | \$31.5    | 791,201   | D  |   |
| Common Stock                    | 12/05/2008                           | 12/05/2008   | S                              |   | 1,100   | D          | \$31.51   | 790,101   | D  |   |
| Common Stock                    | 12/05/2008                           | 12/05/2008   | S                              |   | 500   | D          | \$31.52   | 789,601   | D  |   |
| Common Stock                    | 12/05/2008                           | 12/05/2008   | S                              |   | 100   | D          | \$31.525  | 789,501   | D  |   |
| Common Stock                    | 12/05/2008                           | 12/05/2008   | S                              |   | 100   | D          | \$31.5275 | 789,401   | D  |   |
| Common Stock                    | 12/05/2008                           | 12/05/2008   | S                              |   | 1,191   | D          | \$31.53   | 788,210   | D  |   |
| Common Stock                    | 12/05/2008                           | 12/05/2008   | S                              |   | 702   | D          | \$31.54   | 787,508   | D  |   |
| Common Stock                    | 12/05/2008                           | 12/05/2008   | S                              |   | 1,000   | D          | \$31.55   | 786,508   | D  |   |
| Common Stock                    | 12/05/2008                           | 12/05/2008   | S                              |   | 500   | D          | \$31.555  | 786,008   | D  |   |
| Common Stock                    | 12/05/2008                           | 12/05/2008   | S                              |   | 100   | D          | \$31.5575 | 785,908   | D  |   |
| Common Stock                    | 12/05/2008                           | 12/05/2008   | S                              |   | 600   | D          | \$31.57   | 785,308   | D  |   |
| Common Stock                    | 12/05/2008                           | 12/05/2008   | S                              |   | 391   | D          | \$31.58   | 784,917   | D  |   |
| Common Stock                    | 12/05/2008                           | 12/05/2008   | S                              |   | 14  | D          | \$31.59   | 784,903   | D  |   |
| Common Stock                    | 12/05/2008                           | 12/05/2008   | S                              |   | 195   | D          | \$31.6    | 784,708   | D  |   |

**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                    | 12/05/2008                           | 12/05/2008   | S                              |   | 200   | D          | \$31.61  | 784,508   | D  |   |
| Common Stock                    | 12/05/2008                           | 12/05/2008   | S                              |   | 100   | D          | \$31.615 | 784,408   | D  |   |
| Common Stock                    | 12/05/2008                           | 12/05/2008   | S                              |   | 300   | D          | \$31.62  | 784,108   | D  |   |
| Common Stock                    | 12/05/2008                           | 12/05/2008   | S                              |   | 300   | D          | \$31.64  | 783,808   | 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) |   |  |  |   |  |

Explanation of Responses:

By: Lynn DeMartini For: 12/05/2008  
George A. Lopez, M.D.

\*\* 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.