

Thatcher Robert J
Form 4
August 15, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Thatcher Robert J

(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)

08/13/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Executive VP

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	08/13/2012		A	Amount (1) 6,206	A \$ 0 115,380	D	
Common Stock	08/13/2012		A	Amount (2) 6,206	A \$ 0 121,586	D	
Common Stock	08/13/2012		A	Amount (3) 12,412	A \$ 0 133,998	D	
Common Stock	08/15/2012		S	Amount (4) 1,040	D \$ 8.9178 132,958	D	

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

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 12.37					(5)	10/16/2015	Common Stock	64,700	
Stock Option (right to buy)	\$ 8.83					(5)	12/18/2016	Common Stock	7,764	
Stock Option (right to buy)	\$ 8.83					(5)	04/17/2017	Common Stock	29,762	
Stock Option (right to buy)	\$ 7.9					(5)	08/06/2017	Common Stock	22,645	
Stock Option (right to buy)	\$ 12.15					(5)	12/11/2017	Common Stock	32,350	
Stock Option (right to buy)	\$ 8.75					(5)	03/01/2019	Common Stock	11,646	
Warrant	\$ 8.83					02/25/2009	02/24/2014	Common Stock	3,045	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Thatcher Robert J 651 CAMPUS DRIVE ST. PAUL, MN 55112	Executive VP

Signatures

/s/ Scott J. Dorfman as Attorney-in-Fact for Robert J. Thatcher pursuant to Power of Attorney previously filed.

08/15/2012

____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) Subject to performance-based forfeiture based on total shareholder return for fiscal 2013 versus the Company's peer group.
- (2) Subject to performance-based forfeiture based on annual revenue growth for fiscal 2013 versus the Company's peer group.
- (3) Restrictions lapse over a three year period.

- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.83 to \$9.00 inclusive. The reporting person undertakes to provide Cardiovascular Systems, Inc., any security holder of 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.

- (5) 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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