

Henkel Achim  
Form 4  
May 01, 2013

**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 \*  
Henkel Achim

(Last) (First) (Middle)  
C/O ABAXIS, INC., 3240  
WHIPPLE ROAD  
(Street)

UNION CITY, CA 94587

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ABAXIS INC [ABAX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/29/2013

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)  
Managing Director-Europe

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	04/29/2013		M	2,250 A \$ 0	17,250	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)**

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Performance Restricted Stock Units <u>(1)</u>	\$ 0	04/29/2013		M			2,250	04/29/2013 <sup>(2)</sup>	<sup>(3)</sup>	Common Stock	2,250
Performance Restricted Stock Units <u>(1)</u>	\$ 0	04/29/2013		D			6,750 <sup>(4)</sup>	<sup>(2)</sup>	<sup>(3)</sup>	Common Stock	6,750
Restricted Stock Units <u>(1)</u>	\$ 0	04/29/2013		A		7,000		04/29/2014 <sup>(5)</sup>	<sup>(3)</sup>	Common Stock	7,000
Performance Restricted Stock Units <u>(1)</u>	\$ 0	04/29/2013		A		6,500		04/29/2016 <sup>(6)</sup>	<sup>(3)</sup>	Common Stock	6,500
Performance Restricted Stock Units <u>(1)</u>	\$ 0	04/29/2013		A		6,500		04/29/2016 <sup>(7)</sup>	<sup>(3)</sup>	Common Stock	6,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Henkel Achim C/O ABAXIS, INC. 3240 WHIPPLE ROAD UNION CITY, CA 94587			Managing Director-Europe	

## Signatures

/s/ Achim  
Henkel

05/01/2013

\*\*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) Each restricted stock unit represents a contingent right to receive one share of Abaxis common stock.
- (2) Granted under the Abaxis 2005 Equity Incentive Plan. Restricted Stock Units vest as to 25% on each anniversary date over four years, subject to achievement of certain performance-related goals.
- (3) Not applicable.  
The performance periods for the grant runs from April 1, 2012 through March 31, 2016, consisting of four one-year performance periods and provided for vesting subject to achievement of certain performance-related goals. The unvested portion of this award (6,750 shares)
- (4) was cancelled for the remaining three performance periods by mutual agreement of the reporting person and Abaxis. The reporting person received 13,000 Performance Restricted Stock Units as consideration for the cancellation.
- (5) Granted under the Abaxis 2005 Equity Incentive Plan. Restricted Stock Units vest as to 5% after the first year; then vest as to 10% after the second year; then vest as to 15% after the third year; and the remaining 70% after the fourth year.
- (6) Granted under the Abaxis 2005 Equity Incentive Plan. Performance Restricted Stock Units vest based on achievement of income from operations in excess of 90% of target for fiscal 2014 and based on time vesting of 50% on April 29, 2016 and 50% on April 29, 2017.
- (7) Granted under the Abaxis 2005 Equity Incentive Plan. Performance Restricted Stock Units vest based on achievement of income from operations in excess of 100% of target for fiscal 2014 and based on time vesting of 50% on April 29, 2016 and 50% on April 29, 2017.

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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