

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>Peters William S</u> (Last) (First) (Middle) 12988 VALLEY VIEW ROAD (Street) EDEN PRAIRIE MN 55344 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Sunshine Heart, Inc. [SSH]</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) CTO and Medical Director
	3. Date of Earliest Transaction (Month/Day/Year) 08/01/2014	
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								12,651	D	
Common Stock								7,250	I	By Peters JAM Trust
Common Stock								21,384	I	by Peters Apollo Trust
Common Stock								35	I	by Daughter
Common Stock								53	I	by Son - I
Common Stock								35	I	by Son - II
Common Stock	08/01/2014		A		24,716 ⁽¹⁾	A	\$0	37,367	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
Incentive Stock Options (right to buy)	\$4.95	08/01/2014		A		37,073		(2)	08/01/2024	Common Stock	37,073	\$4.95	37,073	D	

Explanation of Responses:

- Consists of restricted stock unit awards, the shares underlying which will vest in 12 equal consecutive monthly increments, so that all of the shares will be vested on the one-year anniversary of the date of grant.
- On August 1, 2014, the reporting person was granted 37,073 common stock options. The options will vest as follows: 25% of the shares will vest on August 1, 2015 and the remaining shares will vest in 36 equal consecutive increments so that all of the shares will be vested on the four-year anniversary of the date of grant.

Gayle C. Aiken, by Power of Attorney 08/05/2014

** 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.