



September 20, 2004

VIA EMAIL to [rule-comments@sec.gov](mailto:rule-comments@sec.gov)

Jonathan Katz, Secretary  
Securities and Exchange Commission  
450 Fifth Street, NW  
Washington, DC 20549-0609

Re: File No. S7-32-04  
Temporary Postponement of the Final Phase-in Period for Acceleration of Periodic Report  
Filing Dates

Dear Mr. Katz:

ICU Medical, Inc. strongly supports the proposed temporary postponement. We had originally calibrated our procedures to meet the new deadline for financial statements and Section 404 requirements, and are still prepared to meet the filing deadlines if we must. However, the learning curve on Section 404 compliance has been steeper than anticipated, particularly for our independent auditors, and we believe prudence dictates a postponement of the filing deadline for the annual report on Form 10-K. We are concerned that 75 days may not be long enough and would support a 90 day requirement.

The postponed phase-in period will facilitate our ability and our independent auditor's ability to ensure the quality and accuracy of the information included in our reports to the SEC. We do not see any significant disadvantage to investors.

We believe that the postponement should also affect quarterly reports. If the difficulties encountered with the annual report are at all indicative of the difficulties we can expect with the quarterly filings, we and our independent auditors will need the additional time.

We do not support the postponement via an extension only for accelerated filers that request an extension. Requesting an extension, even for the best of reasons, has always seemed to have a stigma attached to it, and we do not believe a liberalized extension procedure will provide the desired relief for many registrants.

Very truly yours,

Francis J. O'Brien  
Chief Financial Officer