

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	HEARTWARE INTERNATIONAL, INC.
	ARBN 132 897 762

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Douglas Godshall
Date of last notice	3 November 2008

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	N/A.
Date of change	17 July 2009
No. of securities held prior to change	193,757 comprising of: <ul style="list-style-type: none"> • 2,865 shares of common stock in the joint name of Mr D & C Godshall • 159,464 options to acquire 1 share of common stock, at an exercise price of A\$38.50 under the Company's Employee Stock Option Plan • 31,428 restricted stock units under the Company's Restricted Stock Unit Plan

Appendix 3Y
Change of Director's Interest Notice

Class	Options (159,464) RSUs (31,428) Common Stock (2,865)
Number acquired	7,857 shares of common stock acquired on vesting of restricted stock units under the Company's Restricted Stock United Plan
Number disposed	3,375 shares of common stock disposed of by Computershare pursuant to a power of attorney under the Company's Restricted Stock United Plan (in order to satisfy US withholding tax obligations)
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	AU\$0.8059 per CDI (AU\$28.2065 per share of common stock)
No. of securities held after change	190,382 comprising of: <ul style="list-style-type: none"> • 7,347 shares of common stock in the joint name of Mr D & C Godshall • 159,464 options to acquire 1 share of common stock, at an exercise price of A\$38.50 under the Company's Employee Stock Option Plan • 23,571 restricted stock units under the Company's Restricted Stock Unit Plan
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	On-market sale by Computershare pursuant to a power of attorney for the purposes of payment of US withholding tax

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	Nil
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	

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+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	