

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	C. Raymond Larkin Jr
Date of last notice	3 October 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	31 July 2009
No. of securities held prior to change	Nil
Class	N/A
Number acquired	2,250 restricted stock units (unquoted) issued under the Company's 2008 Stock Incentive Plan
Number disposed	Nil

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Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	2,250 restricted stock units (unquoted) issued for no monetary consideration and with an exercise price of \$0.00 per restricted stock unit and in accordance with the Company's 2008 Stock Incentive Plan.
No. of securities held after change	2,250 restricted stock units issued under the Company's 2008 Stock Incentive Plan
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Restricted stock units issued for director compensation purposes

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

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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	21 July 2009

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	31 July 2009
No. of securities held prior to 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

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Class	Options (159,464) RSUs (23,571) Common Stock (7,347)
Number acquired	34,285 restricted stock units (unquoted) issued under the Company's 2008 Stock Incentive Plan
Number disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	34,285 restricted stock units (unquoted) issued for no monetary consideration and with an exercise price of \$0.00 per restricted stock unit and in accordance with the Company's 2008 Stock Incentive Plan.
No. of securities held after change	224,667 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 • 34,285 restricted stock units issued under the Company's 2008 Stock Incentive 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>	Restricted stock units issued for employee retention purposes

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)	

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Date of change	
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	

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