

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	31 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) Note: Provide details of the circumstances giving rise to the relevant interest.	N/A.
Date of change	26 February 2010

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+ See chapter 19 for defined terms.

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No. of securities held prior to 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
Class	Options (159,464) RSUs (57,856) Common Stock (7,347)
Number acquired	24,999 shares of common stock on vesting of restricted stock units pursuant to satisfaction of a performance hurdle
Number disposed	24,999 restricted stock units being: <ul style="list-style-type: none"> • 7,857 restricted stock units under the Company's Restricted Stock Unit Plan • 17,142 restricted stock units under the Company's 2008 Stock Incentive Plan <p>10,900 shares of common stock automatically sold on market to cover the tax position in relation to the 24,999 shares of common stock referred to above</p>
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Shares issued on vesting of restricted stock units. US\$38.86 per share for the 10,900 shares to cover the tax position referred to above for a total consideration of US\$423,574.00.

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No. of securities held after change	213,767 comprising of: <ul style="list-style-type: none"> • 21,446 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 • 15,714 restricted stock units under the Company's Restricted Stock Unit Plan • 17,143 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 vesting and sales of stock for tax 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 <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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