

COHEN ABRAHAM  
Form 4  
October 22, 2008

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
COHEN ABRAHAM

(Last) (First) (Middle)

CHUGAI PHARMA, USA, 444  
MADISON AVENUE

(Street)

NEW YORK, NY 10122

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
VASOMEDICAL INC [VASO.OB]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/09/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock					983,254	D	
Common Stock	09/09/2008		A	325,000 A (4)	1,308,254	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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**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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
1999 Stock Option Plan	\$ 0.09	11/02/2006		A		150,000		<u>(3)</u>	11/01/2016	Common Stock	150,000
1999 Stock Option Plan	\$ 0.95	10/28/2004		A		25,000		<u>(1)</u>	10/27/2014	Common Stock	25,000
1999 Stock Option Plan, as amended Right to Buy	\$ 1.04	09/21/2004		A		385,000		09/21/2004	09/20/2009	Common Stock	385,000
1999 Stock Option Plan, as amended Right to Buy	\$ 1.31	02/20/2004		A		25,000		<u>(2)</u>	10/29/2013	Common Stock	25,000
1999 Stock Option Plan, as amended Right to Buy	\$ 1	12/18/2002		A		15,000		<u>(2)</u>	12/17/2012	Common Stock	15,000
1999 Stock Option Plan, as amended Right to Buy	\$ 3.13	10/10/2001		A		15,000		<u>(2)</u>	10/09/2011	Common Stock	15,000

1999

Stock

Option

Plan, as  
amended  
Right to  
Buy

\$ 3.875

10/11/2000

A

15,000

(2)

10/10/2010

Common  
Stock

15,000

1997

Stock

Option

Plan, as  
amended  
Right to  
Buy

\$ 0.875

01/05/1999

A

40,000

01/05/1999

01/04/2009

Common  
Stock

40,000

Outside  
Directors

Stock

Option  
Plan  
Right to  
Buy

\$ 1.77

06/01/1997

A

5,650

05/31/1998

05/31/2007

Common  
Stock

5,650

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHEN ABRAHAM CHUGAI PHARMA, USA 444 MADISON AVENUE NEW YORK, NY 10122	X			

## Signatures

/s/ Abraham E.  
Cohen

10/22/2008

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* 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).

- (1) Directors' annual fee.
- (2) Options vest in three equal annual installments.
- (3) One-third vesting immediately, one-third in one year and one-third in two years.
- (4) Director fees.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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