

VASOMEDICAL INC  
Form 4  
October 31, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**ZEIGER MARTIN**

(Last) (First) (Middle)

**VASOMEDICAL, INC., 180  
LINDEN AVENUE**

(Street)

**WESTBURY, NY 11590**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/27/2005**

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	10/27/2005		A	25,000 A 11	40,000	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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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)	8. Amount or Number of Shares
1999 Stock Option Plan, as amended	\$ 0.95	10/28/2004		A	25,000	<u>(2)</u> 10/27/2014	Common Stock	25,000
1999 Stock Option Plan, as amended	\$ 1.31	02/20/2004		A	25,000	<u>(3)</u> 10/29/2013	Common Stock	25,000
1999 Stock Option Plan, as amended	\$ 1	12/18/2002		A	15,000	<u>(4)</u> 12/17/2012	Common Stock	15,000
1999 Stock Option Plan, as amended	\$ 3.13	10/10/2001		A	50,000	<u>(5)</u> 10/09/2011	Common Stock	50,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZEIGER MARTIN VASOMEDICAL, INC. 180 LINDEN AVENUE WESTBURY, NY 11590	X			

## Signatures

/s/ Martin Zeiger 10/31/2005  
 \*\*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 four equal installments.
- (3) Options vest at the rate of 8,333 on 10/29/04, 8,333 on 10/29/05 and 8,334 on 10/29/06.
- (4) Options vest at the rate of 5,000 on 12/18/2003, 5,000 on 12/18/2004 and 5,000 on 12/18/2005
- (5) Options vest at the rate of 16,667 on 10/10/02, 16,667 on 10/10/03 and 16,666 on 10/10/04

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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