

STERN HOWARD S
Form 4
December 29, 2005

FORM 4

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

OMB APPROVAL

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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 *
STERN HOWARD S

2. Issuer Name and Ticker or Trading Symbol
ANGIODYNAMICS INC [ANGO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
603 QUEENSBURY AVE.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/28/2005

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

QUEENSBURY, NY 12804

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

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 12/27/2005 | | G | V 3,450 D \$ 0 | 1,649,311 | D | |
| Common Stock | 12/28/2005 | | S ⁽¹⁾ | 1,624 D \$ 24,981 | 1,647,687 | 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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 4.3478 | | | | | 12/30/2004 | 03/04/2007 | Common Stock | 78 |
| Non-Qualified Stock Option (right to buy) | \$ 4.3478 | | | | | 12/30/2004 | 05/30/2008 | Common Stock | 2, |
| Non-Qualified Stock Option (right to buy) | \$ 4.3478 | | | | | 12/30/2004 | 05/29/2009 | Common Stock | 2, |
| Non-Qualified Stock Option (right to buy) | \$ 4.3478 | | | | | 06/03/2005 ⁽²⁾ | 06/03/2010 | Common Stock | 2, |
| Non-Qualified Stock Option (right to buy) | \$ 4.3478 | | | | | 06/02/2005 ⁽³⁾ | 06/02/2011 | Common Stock | 2, |
| Non-Qualified Stock Option (right to buy) | \$ 4.4016 | | | | | 10/30/2004 | 11/23/2005 ⁽⁴⁾ | Common Stock | 7 |
| Non-Qualified Stock Option (right to buy) | \$ 4.716 | | | | | 10/30/2004 | 11/23/2005 ⁽⁴⁾ | Common Stock | 7 |
| Non-Qualified Stock Option (right to buy) | \$ 9.7986 | | | | | 05/29/2005 | 05/29/2006 ⁽⁵⁾ | Common Stock | 1, |
| Non-Qualified Stock Option (right to buy) | \$ 13.18 | | | | | 07/20/2005 ⁽⁶⁾ | 07/20/2014 | Common Stock | 6, |
| Non-Qualified Stock Option (right to buy) | \$ 24.21 | | | | | 07/29/2006 ⁽⁷⁾ | 07/29/2015 | Common Stock | 6, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STERN HOWARD S 603 QUEENSBURY AVE. QUEENSBURY, NY 12804 | X | X | | |

Signatures

By: Ronald F. Lamy For: Howard S.
Stern 12/29/2005

__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) Transaction executed pursuant to an approved selling plan established under SEC rule 10b5-1.
- (2) Options for 80% of the shares are exercisable on 12/30/04. Options for 20% of the shares are exercisable on 6/3/2005.
- (3) Options for 60% of the shares are exercisable on 12/30/2004. Options for 20% of the shares are exercisable on 6/2/2005. Options for 20% of the shares will become exercisable on 6/2/2006.
- (4) Remaining shares expire on 11/23/06.
- (5) Options for 50% of the shares each expire on May 29, 2006 and May 29, 2007, respectively.
- (6) Options for 25% of the shares are each exercisable on 7/20/05, 7/20/06, 7/20/07, 7/20/08, respectively.
- (7) Options for 33 1/3% of the shares are each exercisable on 7/29/06, 7/29/07, and 7/29/08, respectively.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.