ANGIODYNAMICS INC

Form 4 March 03, 2006

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting P GERARDI JOSEPH G	2. Issuer Name and Ticker or Trading Symbol ANGIODYNAMICS INC [ANGO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (M	ddle) 3. Date of Earliest Transaction	(Check all application)		
603 QUEENSBURY AVE.	(Month/Day/Year) 03/01/2006	Director 10% Owner _X_ Officer (give title Other (specify below) Vice President - CFO		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
QUEENSBURY, NY 12804	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-E	Derivative	Secu	ities Acqu	ired, Disposed of	, or Beneficiall	y 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)	, , ,		d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	03/01/2006		M(1)	1,500	A	\$ 4.3478	1,742	D	
Common Stock	03/01/2006		S(1)	1,500	D	\$ 24.932	242	D	
Common Stock	03/01/2006		M <u>(1)</u>	1,000	A	\$ 4.3478	1,242	D	
Common Stock	03/01/2006		S(1)	1,000	D	\$ 25.02	242	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)

number.

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. Transactio Code (Instr. 8)	5. Numloor Deriv Securiti Acquire (A) or Dispose (D) (Instr. 3 and 5)	ivative ries red	6. Date Exercisabl Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Seci
				Code V	' (A)	(D)	Date Exercisable	Expiration Date	Title	A or N of
Non-Qualified Stock Option (right to buy)	\$ 4.3478	03/01/2006		M <u>(1)</u>	1	,500	12/30/2004	05/04/2008	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 4.3478	03/01/2006		M <u>(1)</u>	1	,000,	12/30/2004	05/04/2008	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 13.18						07/20/2005(2)	07/20/2014	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 24.21						07/29/2006(3)	07/29/2015	Common Stock	1
Restricted Stock Units	\$ 0 (4)						05/30/2009	05/29/2019	Common Stock	2

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting of their runner runners	Director	10% Owner	Officer	Other			
GERARDI JOSEPH G 603 QUEENSBURY AVE. OUEENSBURY, NY 12804			Vice President - CFO				

Signatures

By: Ronald F. Lamy For: Joseph G. 03/03/2006 Gerardi

> Date **Signature of Reporting Person

2 Reporting Owners

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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 25% of the shares are each exercisable on 7/20/05, 7/20/06, 7/20/07, 7/20/08, respectively.
- (3) Options for 25% of the shares are each exercisable on 7/29/06, 7/29/07, 7/29/08, and 7/29/09, respectively.
- (4) Each restricted stock unit represents a contingent right to receive one share of AngioDynamics, Inc. common stock.

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.