

ANGIODYNAMICS INC
Form 4
May 26, 2006

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 *
ECHENBERG PAUL 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)
05/25/2006

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	05/25/2006		M	V Amount (A) or (D) Price 414 A \$ 6.5444	62,019	D	
Common Stock	05/25/2006		M	V Amount (A) or (D) Price 390 A \$ 9.7986	62,409	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
Non-Qualified Stock Option (right to buy)	\$ 6.5444	05/25/2006		M	414	10/30/2004	11/23/2005 ⁽¹⁾	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 9.7986	05/25/2006		M	390	05/29/2005	05/29/2006 ⁽²⁾	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 2.62					10/30/2004	11/23/2005 ⁽³⁾	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 2.7248					10/30/2004	11/23/2005 ⁽³⁾	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.0785					10/30/2004	11/23/2005 ⁽³⁾	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.406					10/30/2004	11/23/2005 ⁽³⁾	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.8791					10/30/2004	11/23/2005 ⁽³⁾	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 4.3478					12/30/2004	03/04/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 4.3478					12/30/2004	05/30/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 4.3478					12/30/2004	05/29/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 4.3478					06/03/2005 ⁽⁴⁾	06/03/2010	Common Stock

Non-Qualified Stock Option (right to buy)	\$ 4.3478	06/02/2005 ⁽⁵⁾	06/02/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 4.4016	10/30/2004	11/23/2005 ⁽³⁾	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 4.716	10/30/2004	11/23/2005 ⁽³⁾	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.5217	05/21/2005 ⁽⁶⁾	05/21/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.5217	05/31/2005 ⁽⁷⁾	05/31/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.18	07/20/2005 ⁽⁸⁾	07/20/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 24.21	07/29/2006 ⁽⁹⁾	07/29/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ECHENBERG PAUL S 603 QUEENSBURY AVE. QUEENSBURY, NY 12804		X		

Signatures

By: Ronald F. Lamy For: Paul Echenberg 05/26/2006

__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) Options for 50% of the shares each expire on November 23, 2005 and May 31, 2006, respectively.
- (2) Options for 390 shares each expire on May 29, 2006 and May 29, 2007, respectively.
- (3) Options for 50% of the shares each expire on November 23, 2005 and November 23, 2006, respectively.
- (4) Options for 80% of the shares are exercisable on 12/30/04. Options for 20% of the shares are exercisable on 6/3/2005.
- (5) 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.

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- (6) Options for 40% of the shares are exercisable on 12/30/04. Options for 20% of the shares are each exercisable on 5/21/05, 5/21/2006 and 5/21/2007, respectively.
- (7) Options for 20% of the shares are exercisable on 12/30/04. Options for 20% of the shares are each exercisable on 5/31/2005, 5/31/2006, 5/31/2007, and 5/31/2008 respectively.
- (8) Options for 25% of the shares are each exercisable on 7/20/05, 7/20/06, 7/20/07, 7/20/08, respectively.
- (9) 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.

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