

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 *
Stern Linda B

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

(Street)

QUEENSBURY, NY 12804

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/25/2006

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|--------------------------|
| | | | Code | V | Amount | (D) | Price | | | |
| Common Stock | 05/25/2006 | | M | | 781 | A | \$ 9.7986 | 1,573,577 | I | as Executor / Benef. (1) |
| Common Stock | 05/25/2006 | | S | | 781 | D | \$ 25.9472 | 1,572,796 | I | as Executor / Benef. (1) |
| Common Stock | | | | | | | | 74,891 | 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)

displays a currently valid OMB control 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. Transaction Code | 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 or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 9.7986 | 05/25/2006 | | M | 781 | 12/30/2004 | 06/28/2006 | Common Stock | 781 |
| Non-Qualified Stock Option (right to buy) | \$ 4.3478 | | | | | 12/28/2005 | 12/28/2006 | Common Stock | 86,77 |
| Non-Qualified Stock Option (right to buy) | \$ 4.4016 | | | | | 12/30/2004 | 06/28/2006 | Common Stock | 781 |
| Non-Qualified Stock Option (right to buy) | \$ 4.716 | | | | | 12/30/2004 | 06/28/2006 | Common Stock | 781 |
| Non-Qualified Stock Option (right to buy) | \$ 13.18 | | | | | 12/28/2005 | 12/28/2006 | Common Stock | 6,000 |
| Non-Qualified Stock Option (right to buy) | \$ 24.21 | | | | | 12/28/2005 | 12/28/2006 | Common Stock | 6,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Stern Linda B
603 QUEENSBURY AVE.
QUEENSBURY, NY 12804

X

Signatures

By: Ronald F. Lamy For: Linda B.
Stern

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) On January 13, 2006, the Nassau County Surrogate's Court issued Letters Testamentary appointing Linda Stern, Howard S. Stern's wife, the executor of the Estate of Howard S. Stern under the last will and testament of Howard Stern (the "H. Stern Will"). Under the H. Stern Will, Mrs. Stern is a discretionary beneficiary of a "credit shelter" trust, the sole lifetime beneficiary of a "QTIP" trust, which is the beneficiary of one-half of Mr. Stern's residuary estate, and the direct outright beneficiary of the other half of the residuary estate.

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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