

HYDROMER INC  
Form 10QSB/A  
May 19, 2006

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON D.C. 20549

**FORM 10-QSB/A**

QUARTERLY REPORT UNDER SECTION 13 OR 15 (d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarter ended December 31, 2005

Commission File Number 0-10683

**HYDROMER, INC.**

(Exact name of registrant as specified in its charter)

|   |  |
|---|--|
| <u>New Jersey</u><br>(State of incorporation) | <u>22-2303576</u><br>(I.R.S. Employer<br>Identification No.) |
|---|--|

|  |                                 |
|--|---------------------------------|
| 35 Industrial Pkwy, Branchburg, New<br>Jersey<br>(Address of principal executive<br>offices) | <u>08876-3424</u><br>(Zip Code) |
|--|---------------------------------|

|  |                       |
|--|-----------------------|
| Registrant's telephone number,<br>including area code: | <u>(908) 722-5000</u> |
|--|-----------------------|

Securities registered pursuant to Section 12 (b) of the Act: None

Securities registered pursuant to Section 12 (g) of the Act:

**Common Stock Without Par Value**  
(Title of class)

Check whether the issuer (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such report(s), and (2) has been subject to such filing requirements for the past 90 days. Yes x No "

Indicate the number of shares outstanding or each of the issuer's classes of Common Stock as of the close of the period covered by this report.

|              |   |
|--------------|---|
| <u>Class</u> | <u>Outstanding at December 31, 2005</u> |
| Common       | 4,644,164                               |

**Explanation for filing of Amendment:**

Correction of the language in Item # 3 in order to conform to the prescribed language, properly reflecting the required Item 307 information of Regulation S-B.

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**Item # 3**

Disclosure Controls and Procedures

As of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of our management, including the Chief Executive Officer and President and the Chief Financial Officer, of the effectiveness of the design and operation of the disclosure controls and procedures.

Based upon this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, our disclosure controls and procedures were effective and that there were no changes to our Company's internal control over financial reporting that have materially affected, or is reasonably likely to materially affect the Company's internal control over financial reporting during the period covered by the Company's quarterly report.

Exhibits   Description of Exhibit

33.1 SEC Section 302 Certification - CEO certification

33.2 SEC Section 302 Certification - CFO certification

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on his behalf by the undersigned thereunto duly authorized.

HYDROMER, INC.

/s/ Robert Y. Lee  
Robert Y. Lee  
Chief Financial Officer

DATE: May 19, 2006

