

CHEMBIO DIAGNOSTICS, INC.

Form 4

June 26, 2008

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 *
CRESTVIEW CAPITAL MASTER LLC

2. Issuer Name and Ticker or Trading Symbol
CHEMBIO DIAGNOSTICS, INC. [CEMI]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
95 REVERE DRIVE, SUITE A
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/24/2008

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

NORTHBROOK, IL 60062

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	06/24/2008		X ⁽¹⁾	V A	\$ 6,169,056 0.45	D ⁽¹⁾	
Common stock	06/24/2008		X ⁽¹⁾	D	\$ 5,237,879 0.45	D ⁽¹⁾	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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 (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 Number of Shares
Common Stock	\$ 0.45	06/24/2008		X ⁽¹⁾	4,611,679	06/24/2008	01/28/2010	Common Stock	4,611,679
Common Stock	\$ 0.45	06/24/2008		X ⁽¹⁾	1,557,377	06/24/2008	03/30/2011	Common Stock	1,557,377

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRESTVIEW CAPITAL MASTER LLC 95 REVERE DRIVE SUITE A NORTHBROOK, IL 60062			X	
Crestview Capital Partners, LLC C/O CRESTVIEW CAPITAL FUNDS 95 REVERE DRIVE, SUITE A NORTHBROOK, IL 60062			X	

Signatures

/s/ Daniel I. Warsh - (Manager) CRESTVIEW CAPITAL PARTNERS, LLC, its sole Manager 06/26/2008
 **Signature of Reporting Person Date

/s/ Daniel I. Warsh - (Manager) CRESTVIEW CAPITAL PARTNERS, LLC 06/26/2008
 **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 June 24, 2008, the Reporting Person exercised, by means of a cashless exercise at an effective price per share equal to \$0.45, two common stock purchase warrants, for a total sale of 6,169,056 shares of common stock underlying such common stock purchase warrants. As a result of the cashless exercise, the Reporting Person beneficially owned 6,169,056 shares of common stock immediately following such cashless exercise and the Reporting Person immediately thereafter disposed of 5,237,879 shares of common stock. The net effect of the transaction is that the two common stock purchase warrants are no longer beneficially owned by the Reporting Person and the Reporting Person beneficially owns 931,177 shares of 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.