

ANGIODYNAMICS INC

Form 4

April 04, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GERARDI JOSEPH G

(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)
04/03/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Vice President - CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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 | 04/03/2006 | | M ⁽¹⁾ | 1,500 A | \$ 4.3478 1,742 | D | |
| Common Stock | 04/03/2006 | | S ⁽¹⁾ | 1,500 D | \$ 28.8 242 | D | |
| Common Stock | 04/03/2006 | | M ⁽¹⁾ | 2,500 A | \$ 4.3478 2,742 | D | |
| Common Stock | 04/03/2006 | | S ⁽¹⁾ | 2,500 D | \$ 28.64 242 | D | |
| Common Stock | 04/03/2006 | | M ⁽¹⁾ | 1,000 A | \$ 4.3478 1,242 | D | |

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Common Stock 04/03/2006 S⁽¹⁾ 1,000 D \$ 29 242 D

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

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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 |
| Non-Qualified Stock Option (right to buy) | \$ 4.3478 | 04/03/2006 | | M ⁽¹⁾ | 1,500 | 12/30/2004 05/04/2008 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 4.3478 | 04/03/2006 | | M ⁽¹⁾ | 2,500 | 12/30/2004 05/04/2008 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 4.3478 | 04/03/2006 | | M ⁽¹⁾ | 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 |
| Non-Qualified Stock Option (right to buy) | \$ 24.21 | | | | | 07/29/2006 ⁽³⁾ 07/29/2015 | Common Stock |
| Restricted Stock Units | \$ 0 ⁽⁴⁾ | | | | | 05/30/2009 05/29/2019 | Common Stock |

Reporting Owners

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

GERARDI JOSEPH G
603 QUEENSBURY AVE.
QUEENSBURY, NY 12804

Vice President - CFO

Signatures

By: Ronald F. Lamy For: Joseph
Gerardi

04/04/2006

__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) 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.
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