

ANGIODYNAMICS INC
Form 4
October 27, 2006

FORM 4

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

OMB APPROVAL

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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 *
GRAHAM PETER J

(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)
10/25/2006

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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Price | | | |
| Common Stock | 10/25/2006 | | M | V Amount A \$ 2.5676 | 27,778 | D | |
| Common Stock | | | | | 6,772 | I | by Daughter |
| Common Stock | | | | | 13,623 | I | by Son |
| Common Stock | | | | | 45,832 | I | by Spouse |

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

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SEC 1474 (9-02)

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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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 2.5676 | 10/25/2006 | | M | 1,539 | 12/30/2004 10/30/2006 ⁽¹⁾ | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 2.5676 | | | | | 12/30/2004 10/30/2007 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 18.4 | | | | | 08/15/2007 ⁽²⁾ 08/15/2016 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 28.43 | | | | | 01/18/2007 ⁽³⁾ 01/18/2016 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GRAHAM PETER J 603 QUEENSBURY AVE. QUEENSBURY, NY 12804 | X | | | |

Signatures

By: Ronald F. Lamy For: Peter J. Graham 10/27/2006

**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 to purchase 1,539, 2,052, and 513 shares expire on October 30, 2006, October 30, 2007, and October 30, 2008, respectively.

(2) Options for 33 1/3% of the shares will each become exercisable on 8/15/07, 8/15/08, and 8/15/09, respectively.

(3) Options for 25% of the shares are each exercisable on 1/18/07, 1/18/08, 1/18/09, and 1/18/10, 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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