Frost Mark T Form 4 February 05, 2013

FORM 4

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

SECURITIES

OMB 3235-0287

Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, Expires: 2005

0.5

(Instr. 4)

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

Estimated average burden hours per response...

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Frost Mark T			2. Issuer Name and Ticker or Trading Symbol ANGIODYNAMICS INC [ANGO]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
14 PLAZA DRIVE			(Month/Day/Year) 02/01/2013	Director 10% Owner _X_ Officer (give title Other (specify below) EVP and CFO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
LATHAM, NY 12110			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	nuired. Disposed of, or Beneficially Owner		

1.Titl	e of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of
Secu	rity	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Disposed of	Securities	Form: Direct	Indirect
(Instr	. 3)		any	Code	(D)	Beneficially	(D) or	Beneficial
			(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership

(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Following (Instr. 4) Reported (A) Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price 20,000

Common 02/01/2013 Α A \$0 20,000 D (1) Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and 4)
(Ilisti. 3)	Derivative Security		(Month/Day/Tear)	(msu. o)	Disposed of (D) (Instr. 3, 4, and 5)			
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 12.39	02/01/2013		A	100,000	11/30/2013(2)	02/01/2020	Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Frost Mark T

14 PLAZA DRIVE EVP and CFO

LATHAM, NY 12110

Signatures

/s/ Stephen A. Trowbridge, Attorney in Fact 02/04/2013

**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).
- The acquisition of shares of 20,000 common stock represents 20,000 restricted stock units, each of which represents a contingent right to
- (1) receive one share of AngioDynamics, Inc. common stock. The restricted stock units vest in four equal installments beginning on 11/30/2013.
- (2) Options for 25% of the shares are each exercisable on 11/30/2013, 11/30/2014, 11/30/2015 and 11/30/2016, respectively.

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.

Reporting Owners 2