

VASOMEDICAL INC  
Form 4  
October 31, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**BEARN ALEXANDER**

(Last) (First) (Middle)

**C/O AMERICAN PHILOSOPHICAL SOCIETY, 150 SOUTH INDEPENDENCE MALL EAST**

(Street)

**PHILADELPHIA, PA 19106**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**VASOMEDICAL INC [VASO]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/27/2005**

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |                                   |
| Common Stock                    | 10/27/2005                           |  | A                              | 25,000 A 11   | 25,000  | D  |                                   |

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

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SEC 1474 (9-02)

**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 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 Securities (Instr. 3 and 4) |                 |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D) | Date Exercisable  | Expiration Date | Title        | Amount or Number of Shares |
| 1999 Stock Option Plan                     | \$ 0.95  | 10/28/2004                           |  | A                              |   | 25,000   |     | <u>(2)</u>  | 10/27/2014      | Common Stock | 25,000                     |
| 1999 Stock Option Plan                     | \$ 1.31  | 02/20/2004                           |  | A                              |   | 25,000   |     | <u>(3)</u>  | 10/29/2013      | Common Stock | 25,000                     |
| 1999 Stock Option Plan                     | \$ 1   | 12/18/2002                           |  | A                              |   | 15,000   |     | <u>(3)</u>  | 12/12/2012      | Common Stock | 15,000                     |
| 1999 Stock Option Plan                     | \$ 3.13  | 10/10/2001                           |  | A                              |   | 15,000   |     | <u>(3)</u>  | 10/09/2011      | Common Stock | 15,000                     |
| 1999 Stock Option Plan                     | \$ 3.875   | 10/11/2000                           |  | A                              |   | 15,000   |     | <u>(3)</u>  | 10/10/2010      | Common Stock | 15,000                     |
| 1997 Stock Option Plan                     | \$ 0.875   | 01/05/1999                           |  | A                              |   | 10,000   |     | 01/05/1999  | 01/04/2009      | Common Stock | 10,000                     |
| 1997 Stock Option Plan                     | \$ 1.9063  | 03/12/1998                           |  | A                              |   | 50,000   |     | <u>(3)</u>  | 03/11/2008      | Common Stock | 50,000                     |
| Outside Directors Stock Option Plan        | \$ 1.77  | 06/01/1997                           |  | A                              |   | 5,650  |     | 06/01/1998  | 05/31/2007      | Common Stock | 5,650                      |
| Outside Directors Stock                    | \$ 2.21  | 06/01/1996                           |  | A                              |   | 4,525  |     | 06/01/1997  | 05/31/2006      | Common Stock | 4,525                      |

Option  
Plan

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| BEARN ALEXANDER<br>C/O AMERICAN PHILOSOPHICAL SOCIETY<br>150 SOUTH INDEPENDENCE MALL EAST<br>PHILADELPHIA, PA 19106 | X             |           |         |       |

## Signatures

/s/ Alexander G.                      10/31/2005  
Bearn

\_\_Signature of                      Date  
Reporting Person

## 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) Directors' annual fee.
  - (2) Options vest in four equal annual installments
  - (3) Options vest in three equal annual installments

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.