

VASOMEDICAL INC  
Form 4  
October 31, 2005

**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 \*  
COHEN ABRAHAM

(Last) (First) (Middle)

CHUGAI PHARMA, USA, 444  
MADISON AVENUE

(Street)

NEW YORK, NY 10122

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Common Stock                    | 10/27/2005                           |  | A                              | 25,000 A 11   | 290,000   | 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)**

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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 Number 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, as amended Right to Buy | \$ 1.04  | 09/21/2004                           |  | A                              |   | 385,000  |     | 09/21/2004  | 09/20/2009      | Common Stock | 385,000              |
| 1999 Stock Option Plan, as amended Right to Buy | \$ 1.31  | 02/20/2004                           |  | A                              |   | 25,000   |     | <u>(3)</u>  | 10/29/2013      | Common Stock | 25,000               |
| 1999 Stock Option Plan, as amended Right to Buy | \$ 1   | 12/18/2002                           |  | A                              |   | 15,000   |     | <u>(3)</u>  | 12/17/2012      | Common Stock | 15,000               |
| 1999 Stock Option Plan, as amended Right to Buy | \$ 3.13  | 10/10/2001                           |  | A                              |   | 15,000   |     | <u>(3)</u>  | 10/09/2011      | Common Stock | 15,000               |
| 1999 Stock Option Plan, as amended Right to Buy | \$ 3.875   | 10/11/2000                           |  | A                              |   | 15,000   |     | <u>(3)</u>  | 10/10/2010      | Common Stock | 15,000               |

1997

Stock

Option

Plan, as  
amended

Right to

Buy

\$ 0.875

01/05/1999

A

40,000

01/05/1999

01/04/2009

Common  
Stock

40,000

Outside

Directors

Stock

Option

Plan

Right to

Buy

\$ 1.77

06/01/1997

A

5,650

05/31/1998

05/31/2007

Common  
Stock

5,650

Outside

Director

Stock

Option

Plan

Right to

Buy

\$ 2.21

06/01/1996

A

4,525

05/31/1997

05/31/2006

Common  
Stock

4,525

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| COHEN ABRAHAM<br>CHUGAI PHARMA, USA<br>444 MADISON AVENUE<br>NEW YORK, NY 10122 | X             |           |         |       |

## Signatures

/s/ Abraham E.  
Cohen

10/31/2005

\*\*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) 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.

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