ANGIODYNAMICS INC
Form 4
October 21, 2005

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
STERN HOWARD S

(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)
10/19/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ Other (specify below)

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 (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/19/2005		S(1)		1,624	D	$ 21.23	1,665,815	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)

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 Amou Underlying Secur (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Non-Qualified Stock Option (right to buy)	$ 4.3478							12/30/2004	03/04/2007	Common Stock	78
Non-Qualified Stock Option (right to buy)	$ 4.3478							12/30/2004	05/30/2008	Common Stock	2,
Non-Qualified Stock Option (right to buy)	$ 4.3478							12/30/2004	05/29/2009	Common Stock	2,
Non-Qualified Stock Option (right to buy)	$ 4.3478							06/03/2005(2)	06/03/2010	Common Stock	2,
Non-Qualified Stock Option (right to buy)	$ 4.3478							06/02/2005(3)	06/02/2011	Common Stock	2,
Non-Qualified Stock Option (right to buy)	$ 4.4016							10/30/2004	11/23/2005(4)	Common Stock	1,
Non-Qualified Stock Option (right to buy)	$ 4.716							10/30/2004	11/23/2005(4)	Common Stock	1,
Non-Qualified Stock Option (right to buy)	$ 9.7986							05/29/2005	05/29/2006(5)	Common Stock	1,
Non-Qualified Stock Option (right to buy)	$ 13.18							07/20/2005(6)	07/20/2014	Common Stock	6,
Non-Qualified Stock Option (right to buy)	$ 24.21							07/29/2006(7)	07/29/2015	Common Stock	6,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STERN HOWARD S 603 QUEENSBURY AVE. QUEENSBURY, NY 12804	X	X		

Signatures

By: Ronald F. Lamy For: Howard S. Stern	10/21/2005
**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) Transaction executed pursuant to an approved selling plan established under SEC rule 10b5-1.

(2) Options for 80% of the shares are exercisable on 12/30/04. Options for 20% of the shares are exercisable on 6/3/2005.

(3) Options for 60% of the shares are exercisable on 12/30/2004. Options for 20% of the shares are exercisable on 6/2/2005. Options for 20% of the shares will become exercisable on 6/2/2006.

(4) Options for 50% of the shares each expire on November 23, 2005 and November 23, 2006, respectively.

(5) Options for 50% of the shares each expire on May 29, 2006 and May 29, 2007, respectively.

(6) Options for 25% of the shares are each exercisable on 7/20/05, 7/20/06, 7/20/07, 7/20/08, respectively.

(7) Options for 33 1/3% of the shares are each exercisable on 7/29/06, 7/29/07, and 7/29/08, 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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