

ANGIODYNAMICS INC

Form 4

July 31, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Stern Linda B

(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)
07/28/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ 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)
Common Stock	07/28/2006		S ⁽¹⁾	V Amount (D) Price 3,750 D \$ 23.4269	44,891	D	
Common Stock					1,572,796	I	as Executor / Benef. ⁽²⁾

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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 4.3478					12/28/2005 12/28/2006	Common Stock 86,773
Non-Qualified Stock Option (right to buy)	\$ 13.18					12/28/2005 12/28/2006	Common Stock 6,000
Non-Qualified Stock Option (right to buy)	\$ 24.21					12/28/2005 12/28/2006	Common Stock 6,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Stern Linda B 603 QUEENSBURY AVE. QUEENSBURY, NY 12804	X

Signatures

By: Ronald F. Lamy For: Linda B.
Stern 07/31/2006

**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) Transaction executed pursuant to an approved selling plan established under SEC rule 10b5-1.

(2)

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On January 13, 2006, the Nassau County Surrogate's Court issued Letters Testamentary appointing Linda Stern, Howard S. Stern's wife, the executor of the Estate of Howard S. Stern under the last will and testament of Howard Stern (the "H. Stern Will"). Under the H. Stern Will, Mrs. Stern is a discretionary beneficiary of a "credit shelter" trust, the sole lifetime beneficiary of a "QTIP" trust, which is the beneficiary of one-half of Mr. Stern's residuary estate, and the direct outright beneficiary of the other half of the residuary estate.

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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