

VASOMEDICAL INC

Form 4

April 06, 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 *
FRY THOMAS W

(Last) (First) (Middle)

C/O VASOMEDICAL, INC., 180
LINDEN AVENUE

(Street)

WESTBURY, NY 11590

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)

04/04/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Financial Officer

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				(A) or (D)	8,000	D	

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

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information contained in this form are not
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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 Number Shares
2004 Stock Option Plan Right to Buy	\$ 0.22	04/04/2006		A		200,000		04/04/2006	04/03/2016	Common Stock	200,000
2004 Stock Option Plan -Right to Buy	\$ 0.58	09/21/2005		A		80,000		<u>(1)</u>	09/20/2015	Common Stock	80,000
2004 Stock Option Plan Right to Buy	\$ 0.57							05/31/2006	06/22/2015	Common Stock	28,200
1999 Stock Option Plan - Right to Buy	\$ 1.11							<u>(2)</u>	07/12/2014	Common Stock	50,000
1999 Employee Stock Option Plan (Right to Purchase)	\$ 0.97							<u>(3)</u>	09/07/2013	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRY THOMAS W C/O VASOMEDICAL, INC. 180 LINDEN AVENUE WESTBURY, NY 11590			Chief Financial Officer	

Signatures

/s/ Thomas W.
Fry

04/06/2006

__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) These options vest over a three-year period at the rate of 33-1/3% per year with the first options vesting one year from the date of grant.
- (2) The options become exercisable in four equal annual installments commencing on the first anniversary of the grant date.
- (3) The options are exercisable in three annual installments beginning 09/08/2003.

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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