

DONNELLY HOWARD W  
Form 4  
January 23, 2009

**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 \*  
DONNELLY HOWARD W

(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)  
01/23/2009

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/23/2009		P	V Amount (A) or (D) 3,000 A	Price \$ 11.8377	8,000	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 Security (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)	\$ 11					05/26/2004 <sup>(1)</sup>	05/26/2014	Common Stock	20,000
Non-Qualified Stock Option (right to buy)	\$ 15.27					08/06/2009 <sup>(2)</sup>	08/06/2015	Common Stock	6,000
Non-Qualified Stock Option (right to buy)	\$ 17.76					07/27/2008 <sup>(3)</sup>	07/27/2017	Common Stock	6,000
Non-Qualified Stock Option (right to buy)	\$ 18.4					08/15/2007 <sup>(4)</sup>	08/15/2016	Common Stock	6,000
Non-Qualified Stock Option (right to buy)	\$ 24.21					07/29/2006 <sup>(5)</sup>	07/29/2015	Common Stock	6,000

## Reporting Owners

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

## Signatures

By: K. Wayne McDougall For: Howard Donnelly 01/23/2009

\_\_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) Options for 25% of the shares are each exercisable on 5/26/05, 5/26/06, 5/26/07, 5/26/08, respectively.

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- (2) Options for 33 1/3 of the shares are each exercisable on 8/6/09, 8/6/10, and 8/6/11 respectively
- (3) Options for 25% of the total number of shares each become exercisable on 7/27/08, 7/27/09, 7/27/10, and 7/27/11.
- (4) Options for 33 1/3% of the shares will each become exercisable on 8/15/07, 8/15/08, and 8/15/09, respectively.
- (5) 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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