

ANGIODYNAMICS INC

Form 4

July 29, 2014

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 *
Bourne George W. IV

(Last) (First) (Middle)

14 PLAZA DRIVE

(Street)

LATHAM, NY 12110

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ANGIODYNAMICS INC [ANGO]

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

07/25/2014

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 below) ____ Other (specify below)

CTO and COO

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	07/25/2014		A	(A) or (D) 5,344 (1)	\$ 0	24,187 (2)	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
required to respond unless the form
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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 Ar Underlying Se (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A C M C
Non-Qualified Stock Option (right to buy)	\$ 14.07	07/25/2014		A		15,377		08/03/2015 ⁽³⁾	07/25/2021	Common Stock	
Performance Right	⁽⁴⁾	07/25/2014		A		7,125		⁽⁴⁾	⁽⁴⁾	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Bourne George W. IV 14 PLAZA DRIVE LATHAM, NY 12110	CTO and COO

Signatures

/s/ Stephen A. Trowbridge, Attorney
in Fact 07/29/2014

 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) This acquisition of 5,344 shares of common stock ("Common Stock") of AngioDynamics, Inc. (the "Company"), represents 5,344 restricted stock units, each of which represents a contingent right to receive one share of Common Stock. These restricted stock units vest in four equal annual installments beginning on August 3, 2015, such that 25% of the restricted stock units will vest on each of August 3, 2015, 2016, 2017 and 2018.

(2) Includes 1,936 shares of Common Stock acquired under the AngioDynamics, Inc. Employee Stock Purchase Plan on February 28, 2014.

(3) These stock options vest in four equal annual installments beginning on August 3, 2015, such that 25% of the options will vest on each of August 3, 2015, 2016, 2017 and 2018.

(4) Each performance right represents a contingent right to receive one share of Common Stock. The target number of shares of Common Stock is set forth in columns 5 and 7 of Table II. Between 0% and 200% of the target number will be earned based on total shareholder return relative to a peer group of companies over a three-year performance period covering the Company's fiscal years 2015, 2016 and 2017. Any shares that do not vest at the end of the performance period will be forfeited.

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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