

COHEN ABRAHAM
Form 4
June 07, 2006

FORM 4

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

OMB APPROVAL

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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 *
COHEN ABRAHAM

(Last) (First) (Middle)

CHUGAI PHARMA, USA, 444
MADISON AVENUE

(Street)

NEW YORK, NY 10122

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/19/2006

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 06/01/2006 | | P | 193,000 A \$ 0.1161 | 790,254 | D | |
| Common Stock | 05/24/2006 | | P | 100,000 A \$ 0.1799 | 597,254 | D | |
| Common Stock | 05/23/2006 | | P | 129,000 A \$ 0.1877 | 497,254 | D | |
| Common Stock | 05/22/2006 | | P | 38,076 A \$ 0.16 | 368,254 | D | |
| Common Stock | 05/19/2006 | | P | 40,178 A \$ 0.1566 | 330,178 | D | |

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

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(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 Amount of Underlying Securities (Instr. 3 and 4) | | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| 1999 Stock Option Plan | \$ 0.95 | 10/28/2004 | | A | | 25,000 | | <u>(1)</u> | 10/27/2014 | Common Stock | 25,000 |
| 1999 Stock Option Plan, as amended Right to Buy | \$ 1.04 | 09/21/2004 | | A | | 385,000 | | 09/21/2004 | 09/20/2009 | Common Stock | 385,000 |
| 1999 Stock Option Plan, as amended Right to Buy | \$ 1.31 | 02/20/2004 | | A | | 25,000 | | <u>(2)</u> | 10/29/2013 | Common Stock | 25,000 |
| 1999 Stock Option Plan, as amended Right to Buy | \$ 1 | 12/18/2002 | | A | | 15,000 | | <u>(2)</u> | 12/17/2012 | Common Stock | 15,000 |
| 1999 Stock Option Plan, as amended | \$ 3.13 | 10/10/2001 | | A | | 15,000 | | <u>(2)</u> | 10/09/2011 | Common Stock | 15,000 |

| | | | | | | | | | |
|-------------------------------------|----------|------------|---|--------|------------|------------|--------------|--------|--|
| Right to Buy | | | | | | | | | |
| 1999 Stock Option Plan, as amended | \$ 3.875 | 10/11/2000 | A | 15,000 | (2) | 10/10/2010 | Common Stock | 15,000 | |
| Right to Buy | | | | | | | | | |
| 1997 Stock Option Plan, as amended | \$ 0.875 | 01/05/1999 | A | 40,000 | 01/05/1999 | 01/04/2009 | Common Stock | 40,000 | |
| Right to Buy | | | | | | | | | |
| Outside Directors Stock Option Plan | \$ 1.77 | 06/01/1997 | A | 5,650 | 05/31/1998 | 05/31/2007 | Common Stock | 5,650 | |
| Right to Buy | | | | | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| COHEN ABRAHAM CHUGAI PHARMA, USA 444 MADISON AVENUE NEW YORK, NY 10122 | X | | | |

Signatures

/s/ Abraham E. Cohen
06/07/2006

**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) Directors' annual fee.
 - (2) Options vest in three equal annual installments.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.