

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>DONNELLY HOWARD W</u>			2. Issuer Name and Ticker or Trading Symbol <u>ANGIODYNAMICS INC [ANGO]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/06/2008</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
603 QUEENSBURY AVE.			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) QUEENSBURY NY 12804								
(City)	(State)	(Zip)						

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							5,000	D		

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Qualified Stock Option (right to buy)	\$15.27	08/06/2008		A		6,000		08/06/2009 ⁽¹⁾	08/06/2015	Common Stock	6,000	\$0	6,000	D	
Non-Qualified Stock Option (right to buy)	\$11							05/26/2004 ⁽²⁾	05/26/2014	Common Stock	20,000		20,000	D	
Non-Qualified Stock Option (right to buy)	\$17.76							07/27/2008 ⁽³⁾	07/27/2017	Common Stock	6,000		6,000	D	
Non-Qualified Stock Option (right to buy)	\$18.4							08/15/2007 ⁽⁴⁾	08/15/2016	Common Stock	6,000		6,000	D	
Non-Qualified Stock Option (right to buy)	\$24.21							07/29/2006 ⁽⁵⁾	07/29/2015	Common Stock	6,000		6,000	D	

Explanation of Responses:

- Options for 33 1/3 of the shares are each exercisable on 8/6/09, 8/6/10, and 8/6/11 respectively
- Options for 25% of the shares are each exercisable on 5/26/05, 5/26/06, 5/26/07, 5/26/08, respectively.
- 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.
- Options for 33 1/3% of the shares will each become exercisable on 8/15/07, 8/15/08, and 8/15/09, respectively.
- Options for 33 1/3% of the shares are each exercisable on 7/29/06, 7/29/07, and 7/29/08, respectively.

By: K. Wayne McDougall For: Howard Donnelly 08/08/2008

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.