

**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>McCarthy Shawn P</u>  (Last) (First) (Middle) 603 QUEENSBURY AVE.  (Street) QUEENSBURY NY 12804  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ANGIODYNAMICS INC [ ANGO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below) <u>SVP - General Manager</u>
	3. Date of Earliest Transaction (Month/Day/Year) 08/17/2010	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	08/17/2010		F		1,590	D	\$16.04	6,410	D	
Common Stock	08/17/2010		M <sup>(1)</sup>		3,750	A	\$0	10,160	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)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	\$0	08/17/2010		M <sup>(1)</sup>		3,750	08/17/2010	08/17/2017	Common Stock	3,750	\$0	11,250	D	
Non-Qualified Stock Option (right to buy)	\$12.34						08/17/2010	08/17/2016	Common Stock	40,800		40,800	D	
Non-Qualified Stock Option (right to buy)	\$15.75						(2)	08/03/2017	Common Stock	20,000		20,000	D	

**Explanation of Responses:**

- Pursuant to the terms of the 8/17/2009 RSU award, 3,750 shares vested on 8/17/2010.
- Options for 25% of the total number of shares each become exercisable on 8/3/2011, 8/3/2012, 8/3/2013, and 8/3/2014.

**Remarks:**

The exempt disposition of 1,590 shares was made to satisfy tax withholding requirements.

By: K. Wayne McDougall For: Shawn McCarthy 08/17/2010

\*\* 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.