

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>DEVIVO JOSEPH</u>  (Last) (First) (Middle) <u>14 PLAZA DRIVE</u>  (Street) <u>LATHAM NY 12110</u>  (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>President and CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/05/2011</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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			

**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	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$13.94	10/05/2011		D <sup>(1)</sup>		200,000		09/07/2012 <sup>(2)</sup>	09/07/2018	Common Stock	200,000	\$0 <sup>(1)</sup>	200,000	D	
Non-Qualified Stock Option (right to buy)	\$13.94	10/05/2011		A <sup>(3)</sup>		200,000		09/07/2012 <sup>(2)</sup>	09/07/2018	Common Stock	200,000	\$0	400,000	D	

**Explanation of Responses:**

- On September 7, 2011, AngioDynamics, Inc. (the "Company") granted Mr. DeVivo 400,000 stock options pursuant to the Company's 2004 Stock and Incentive Award Plan (the "Plan"). On October 5, 2011, the Company rescinded the prior grant with respect to 200,000 stock options in order to comply with a provision in the Plan that limited the maximum number of shares of the Company's common stock with respect to which stock options could be granted during any calendar year to any employee to 200,000 shares of the Company's common stock.
- Options for 25% of the shares are each exercisable on 9/7/2012, 9/7/2013, 9/7/2014 and 9/7/2015, respectively.
- On October 5, 2011, the Plan was amended to increase the maximum number of shares of the Company's common stock with respect to which stock options can be granted during any calendar year to any employee to 500,000 shares of the Company's common stock and, on that same date, the Company made a replacement grant to Mr. DeVivo of 200,000 stock options pursuant to the Plan, as amended, and in accordance with the terms of Mr. DeVivo's Employment Agreement with the Company, dated August 15, 2011. The stock options were granted at a price equal to the greater of the grant price of the rescinded options (i.e., \$13.94 per share) and the Fair Market Value (as defined in the Plan) of the Company's common stock as of the date of grant. Following the October 5, 2011 grant of 200,000 stock options, Mr. DeVivo beneficially owns 400,000 stock options, which is the same number of stock options Mr. DeVivo beneficially owned following the September 7, 2011 grant of stock options.

**Remarks:**

/s/ Stephen A. Trowbridge,  
Attorney in Fact

10/06/2011

\*\* 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.