

VASOMEDICAL INC
Form 4
October 31, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BEARN ALEXANDER

(Last) (First) (Middle)

C/O AMERICAN PHILOSOPHICAL SOCIETY, 150 SOUTH INDEPENDENCE MALL EAST

(Street)

PHILADELPHIA, PA 19106

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/27/2005

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	10/27/2005		A	25,000 A 11	25,000	D	

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

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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 Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
1999 Stock Option Plan	\$ 0.95	10/28/2004		A		25,000		<u>(2)</u>	10/27/2014	Common Stock	25,000
1999 Stock Option Plan	\$ 1.31	02/20/2004		A		25,000		<u>(3)</u>	10/29/2013	Common Stock	25,000
1999 Stock Option Plan	\$ 1	12/18/2002		A		15,000		<u>(3)</u>	12/12/2012	Common Stock	15,000
1999 Stock Option Plan	\$ 3.13	10/10/2001		A		15,000		<u>(3)</u>	10/09/2011	Common Stock	15,000
1999 Stock Option Plan	\$ 3.875	10/11/2000		A		15,000		<u>(3)</u>	10/10/2010	Common Stock	15,000
1997 Stock Option Plan	\$ 0.875	01/05/1999		A		10,000		01/05/1999	01/04/2009	Common Stock	10,000
1997 Stock Option Plan	\$ 1.9063	03/12/1998		A		50,000		<u>(3)</u>	03/11/2008	Common Stock	50,000
Outside Directors Stock Option Plan	\$ 1.77	06/01/1997		A		5,650		06/01/1998	05/31/2007	Common Stock	5,650
Outside Directors Stock	\$ 2.21	06/01/1996		A		4,525		06/01/1997	05/31/2006	Common Stock	4,525

Option
Plan

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEARN ALEXANDER C/O AMERICAN PHILOSOPHICAL SOCIETY 150 SOUTH INDEPENDENCE MALL EAST PHILADELPHIA, PA 19106	X			

Signatures

/s/ Alexander G.
Bearn

10/31/2005

__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 four equal annual installments
 - (3) 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.