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REPLIDYNE INC

Form 3 June 27, 2006

FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104

0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

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response...

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 *

(Last)

Statement

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Letendre Peter

(First)

(Month/Day/Year)

06/27/2006

REPLIDYNE INC [RDYN]

4. Relationship of Reporting

5. If Amendment, Date Original

Filed(Month/Day/Year)

1450 INFINITE DRIVE

(Street)

(Check all applicable)

6. Individual or Joint/Group

Director 10% Owner _X__ Officer Other

Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

LOUISVILLE, Â COÂ 80027

(give title below) (specify below) Chief Commercial Officer

Person(s) to Issuer

Form filed by More than One Reporting Person

(State)

1. Title of Security

(City)

(Instr. 4)

(Zip)

(Middle)

Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities

Beneficially Owned

(Instr. 4)

Ownership

4. Nature of Indirect Beneficial

Ownership Form: (Instr. 5)

Direct (D) or Indirect (I)

(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

4. 5. Conversion Ownership or Exercise Form of Price of Derivative

Derivative

Security

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Expiration

Date

Amount or Title Number of Shares

or Indirect (I) (Instr. 5)

Security:

Direct (D)

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Stock Option (right to buy)	06/27/2006(1)	03/09/2015	Common Stock	203,915	\$ 0.61	D	Â
Stock Option (right to	06/27/2006(2)	01/19/2016	Common Stock	65,252	\$ 3.19	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Letendre Peter 1450 INFINITE DRIVE LOUISVILLE, CO 80027	Â	Â	Chief Commercial Officer	Â		

Signatures

/s/ Laura M. Medina, Attorney-in-Fact 06/27/2006

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) 25% of the shares vest one year from the vesting commencement date; the remaining shares vest in equal monthly installments over the next 36 months.
 - 12.5% of the shares vest on the one year anniversary of the vesting commencement date; 37.5% of the shares vest in equal monthly installments over 36 months beginning one month following the one year anniversary of the vesting commencement date; 50% of the
- (2) shares vest upon the earlier to occur of (A) the fourth anniversary of the vesting commencement date; and (B) following the Company's consummation of its initial public offering, such day on which the closing price, as reported on the Nasdaq National quotation system, of the Company's Common Stock equals or exceeds a milestone price as set forth in the option grant.

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.

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