

ANGIODYNAMICS INC

Form 4

July 29, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Frost Mark T

(Last) (First) (Middle)

14 PLAZA DRIVE

(Street)

LATHAM, NY 12110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

ANGIODYNAMICS INC [ANGO]

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

07/25/2014

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

EVP and CFO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/25/2014		A	(A) or (D) 6,569 (1)	\$ 0 34,088	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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number.**

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 Ar Underlying Se (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 14.07	07/25/2014		A		18,901		08/03/2015 <sup>(2)</sup>	07/25/2021	Common Stock
Performance Right	<sup>(3)</sup>	07/25/2014		A		8,759		<sup>(3)</sup>	<sup>(3)</sup>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Frost Mark T 14 PLAZA DRIVE LATHAM, NY 12110			EVP and CFO	

## Signatures

/s/ Stephen A. Trowbridge, Attorney  
in Fact 07/29/2014

                    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) This acquisition of 6,569 shares of common stock ("Common Stock") of AngioDynamics, Inc. (the "Company"), represents 6,569 restricted stock units, each of which represents a contingent right to receive one share of Common Stock. These restricted stock units vest in four equal annual installments beginning on August 3, 2015, such that 25% of the restricted stock units will vest on each of August 3, 2015, 2016, 2017 and 2018.

(2) These stock options vest in four equal annual installments beginning on August 3, 2015, such that 25% of the options will vest on each of August 3, 2015, 2016, 2017 and 2018.

(3) Each performance right represents a contingent right to receive one share of Common Stock. The target number of shares of Common Stock is set forth in columns 5 and 7 of Table II. Between 0% and 200% of the target number will be earned based on total shareholder return relative to a peer group of companies over a three-year performance period covering the Company's fiscal years 2015, 2016 and 2017. Any shares that do not vest at the end of the performance period will be forfeited.

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

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