

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 \*  
RIND KENNETH W

(Last) (First) (Middle)

C/O NITZANIM, 750 LEXINGTON AVENUE - 27TH FLOOR

(Street)

NEW YORK, NY 10022

(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)
				(A) or (D) Price			
Common Stock	10/27/2005		A	25,000 A 11	375,000	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, as amended	\$ 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>	12/17/2012	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
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 Option Plan	\$ 2.21	06/01/1996		A		4,525		06/01/1997	05/31/2006	Common Stock	4,525

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RIND KENNETH W C/O NITZANIM 750 LEXINGTON AVENUE - 27TH FLOOR NEW YORK, NY 10022	X			

## Signatures

/s/Kenneth W. Rind	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.