

SRYBNIK SIMON
Form 4
October 24, 2008

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 *
SRYBNIK SIMON

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
140 53RD STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/09/2008

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

BROOKLYN, NY 11232

(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) Amount Price	21,428,572	I	By Kerns Manufacturing Corp. ⁽¹⁾
Common Stock				(A) Amount Price	6,990,840	I	By Living Data Technology Corporation ⁽²⁾
Common Stock	09/09/2008		A	250,000 A <u>5</u>	250,000	D	

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

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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 Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
2004 Stock Option/Stock Issuance Plan	\$ 0.12	07/26/2007		A	150,000	(4) 07/25/2017		Common Stock	1.
Warrant (right to buy)	\$ 0.08					06/21/2007 06/20/2012		Common Stock	4.2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SRYBNIK SIMON 140 53RD STREET BROOKLYN, NY 11232	X	X		

Signatures

/s/ Simon
Srybnik

10/24/2008

**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) The reporting person and his brother Louis Srybnik are the sole directors and the Chairman of the Board and the President, respectively, of the record holder of these shares. They also are the sole shareholders of the record holder, each holding 50% of the shares. The reporting person, accordingly, shares with his brother voting and dispositive powers over these shares and, as a result, may be deemed to be the co-beneficial owner thereof

(2) The reporting person and his brother Louis Srybnik are the sole directors and officers of the record holder of these shares. They also each own 35% of the outstanding shares of the record holder. The reporting person, accordingly, shares with his brother voting and dispositive powers over these shares and, as a result, may be deemed to be the co-beneficial owner thereof.

(3) See Note (1) as to why the reporting person may be deemed to be the co-beneficial owner of this warrant

(4) Options vest immediately.

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(5) Director fees

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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