

COHEN ABRAHAM  
Form 4  
April 21, 2010

**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 \*  
COHEN ABRAHAM

(Last) (First) (Middle)

CHUGAI PHARMA, USA, 444  
MADISON AVENUE

(Street)

NEW YORK, NY 10122

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

VASOMEDICAL INC [VASO.OB]

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

03/16/2010

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    |                                      |  |                                | (A) or (D)  | Amount Price  |  |   |
| Common Stock                    | 03/16/2010                           |  | A                              | 60,625  | A (4) 60,625  | I  | By Kramex Corporation (5)                             |

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

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SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4) |                            |
|---|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
|   |  |                                      |  |                                | (A)   | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |
| 1999 Stock Option Plan                          | \$ 0.09  | 11/02/2006                           |  | A                              | 150,000   |     | (3)  | 11/01/2016      | Common Stock  | 150,000                    |
| 1999 Stock Option Plan                          | \$ 0.95  | 10/28/2004                           |  | A                              | 25,000  |     | (1)  | 10/27/2014      | Common Stock  | 25,000                     |
| 1999 Stock Option Plan, as amended Right to Buy | \$ 1.31  | 02/20/2004                           |  | A                              | 25,000  |     | (2)  | 10/29/2013      | Common Stock  | 25,000                     |
| 1999 Stock Option Plan, as amended Right to Buy | \$ 1   | 12/18/2002                           |  | A                              | 15,000  |     | (2)  | 12/17/2012      | Common Stock  | 15,000                     |
| 1999 Stock Option Plan, as amended Right to Buy | \$ 3.13  | 10/10/2001                           |  | A                              | 15,000  |     | (2)  | 10/09/2011      | Common Stock  | 15,000                     |
| 1999 Stock Option Plan, as amended Right to Buy | \$ 3.875   | 10/11/2000                           |  | A                              | 15,000  |     | (2)  | 10/10/2010      | Common Stock  | 15,000                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| COHEN ABRAHAM<br>CHUGAI PHARMA, USA<br>444 MADISON AVENUE<br>NEW YORK, NY 10122 | X             |           |         |       |

## Signatures

|                                    |            |
|------------------------------------|------------|
| /s/ Abraham E.<br>Cohen            | 04/16/2010 |
| **Signature of<br>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 three equal annual installments.
- (3) One-third vesting immediately, one-third in one year and one-third in two years.
- (4) Director fees.
- (5) The reporting person is the sole shareholder and sole director of Kramex Corporation. Accordingly, he has dispositive powers over these shares and, as a result, may be deemed to be the beneficial owner thereof.

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.