

STRATASYS INC
Form 4/A
May 09, 2007

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 *
STENOIEN THOMAS

(Last) (First) (Middle)
C/O STRATASYS INC, 14950
MARTIN DRIVE
(Street)

EDEN PRAIRIE, MN 55344-2020
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
STRATASYS INC [SSYS]

3. Date of Earliest Transaction
(Month/Day/Year)
01/08/2007

4. If Amendment, Date Original Filed(Month/Day/Year)
01/10/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Operating Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 01/08/2007 | | M | | 20 ⁽¹⁾ | A | \$ 2 |
| | | | | | 10,240 ⁽¹⁾ | 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) | 8. P... Deri... Secu... (Inst... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------------|

| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------------|------|------------|--|------|---|-----|------------------|------------------|-----------------------|--------------|----------------------------|
| Stock Option (right to buy) | \$ 2 | 01/08/2007 | | M | | | 20 <u>(1)</u> | <u>(2)</u> | 01/08/2007 <u>(1)</u> | Common Stock | 20 <u>(1)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STENOIEN THOMAS C/O STRATASYS INC 14950 MARTIN DRIVE EDEN PRAIRIE, MN 55344-2020 | | | Chief Operating Officer | |

Signatures

/s/ Thomas W. Stenoien 05/08/2007

**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's Form 4 filed on 01/10/2007 incorrectly reported the number of shares acquired and options exercised as 2200 and omitted the 20 shares and options additionally reported in this report. Accordingly, the number of shares reported as being beneficially owned in that report, and in the reporting person's subsequent Form 4 filed on 03/9/2007, were incorrect by omitting 20 shares from the total number of shares beneficially owned following the reported transactions. As of 05/08/2007, the reporting person beneficially owns 10,240 shares of Common Stock of the Issuer. Additionally, box 3 of the reporting person's Form 4 filed on 01/10/2007 incorrectly reported the 01/08/2007 date of the earliest transaction required to be reported as 11/17/2005, box 6 of Table II incorrectly reported the 01/08/2007 expiration date of the Stock Option as 01/08/2006 and the 01/09/2007 date that the reporting person signed the report was incorrectly reported as 01/09/2006.

(2) This option vests in five equal installments beginning January 8, 2002.

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.