

SRYBNIK SIMON

Form 4

December 24, 2008

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

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(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)
12/23/2008

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

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

BROOKLYN, NY 11232

(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								21,428,572	I	By Kerns Manufacturing Corp. <u>(1)</u>
Common Stock	12/23/2008		A		3,000,000	A	<u>(2)</u>	9,990,840	I	By Living Data Technology Corporation <u>(3)</u>
Common Stock								250,000	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
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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2004 Stock Option/Stock Issuance Plan	\$ 0.12					(4)	07/25/2017	Common Stock	150,000
Warrant (right to buy)	\$ 0.08					06/21/2007	06/20/2012	Common Stock	4,285,714

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 12/23/2008

__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 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 shares were issued to the record holder in consideration of its granting to the Issuer world-wide distribution rights to its products, the Issuer already having distribution rights in the United States.

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- The reporting person and his brother Louis Srybnik are the sole directors and officers of the record holder of these shares. They also each
- (3) own 35% of the outstanding shares of the record holder or together 70%. 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.
 - (4) Immediately.
 - (5) See Note (1) as to why the reporting person may be deemed to be the co-beneficial owner of this warrant.

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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