#### DONNELLY HOWARD W

Form 4 May 12, 2006

## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

2. Issuer Name and Ticker or Trading

VITAL SIGNS INC [VITL]

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

DONNELLY HOWARD W

See Instruction

(Last)	(First)	(Middle)	3. Date of Earli	est Transaction	n		(Check	ин иррпсиоте	,	
C/O VITAL SIGNS, INC, 20 CAMPUS ROAD			(Month/Day/Year) 05/10/2006				X Director 10% Owned to the open of the control of the			
	(Street)						6. Individual or Joint/Group Filing(Check			
TOTOWA	,, NJ 07515	1					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - N	Non-Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if Trans Code	actiomr Dispo (Instr. 3,	sed of (4 and 3		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	05/10/2006		M	5,000	A	\$ 25.52	5,000	D		
Common Stock	05/10/2006		M	2,500	A	\$ 25.52	7,500	D		
Common Stock	05/10/2006		M	5,000	A	\$ 32.63	12,500	D		
Common Stock	05/10/2006		M	2,500	A	\$ 32.63	15,000	D		
Common Stock	05/10/2006		M	2,500	A	\$ 32.63	17,500	D		

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Common Stock	05/10/2006	M	4,000	A	\$ 32.63	21,500	D
Common Stock	05/10/2006	M	8,250	A	\$ 39.66	29,750	D
Common Stock	05/10/2006	S	29,750	A	\$ 53.3673	0	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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

> 8. I De Sec (In

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. Transactic Code (Instr. 8)	5. Number on 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
Stock option (right to buy)	\$ 25.52	05/10/2006		M	5,000	<u>(1)</u>	05/29/2013	Common Stock	5,000
Stock option (right to buy)	\$ 25.52	05/10/2006		M	2,500	<u>(1)</u>	05/29/2013	Common Stock	2,500
Stock option (right to buy)	\$ 32.63	05/10/2006		M	5,000	<u>(1)</u>	05/04/2014	Common Stock	5,000
Stock option (right to buy)	\$ 32.63	05/10/2006		M	2,500	<u>(1)</u>	05/04/2014	Common Stock	2,500
Stock option (right to	\$ 32.63	05/10/2006		M	2,500	<u>(1)</u>	05/04/2014	Common Stock	2,500

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buy)								
Stock option (right to buy)	\$ 32.63	05/10/2006	M	4,000	<u>(1)</u>	05/04/2014	Common Stock	4,000
Stock option (right to buy)	\$ 39.66	05/10/2006	M	8,250	<u>(1)</u>	05/09/2014	Common Stock	8,250

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
DONNELLY HOWARD W C/O VITAL SIGNS, INC 20 CAMPUS ROAD TOTOWA,, NJ 07515	X						

# **Signatures**

/s/ Laura R. Kuntz, Esq.,
Attorney-In-Fact

\*\*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) 50% of the options are exercisable immediately and an additional 25% of the options are exercisable on each of the first and second anniversary of the grant.

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.

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