

E-Z-EM, Inc.
Form 4
April 02, 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 *
GRAHAM PETER J

(Last) (First) (Middle)
1111 MARCUS AVENUE, SUITE LL-26
(Street)

LAKE SUCCESS, NY 110421034

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
E-Z-EM, Inc. [EZEM]

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2008

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)
SVP - Chief Legal 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 04/01/2008 | | D | | 20,447 | D | 0 |
| Common Stock | 04/01/2008 | | D | | 8,447 | D | 0 |
| Common Stock | 04/01/2008 | | D | | 16,447 | D | 0 |
| Common Stock | 04/01/2008 | | D | | 159,887 | D | 0 |
| Common Stock | 04/01/2008 | | D | | 221,240 | D | 0 |

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

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(9-02)

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Stock Option ⁽²⁾ | \$ 3.64 | 04/01/2008 | | D | 3,650 | 07/29/2000 ⁽³⁾ | 07/28/2009 | Common Stock | 3,650 |
| Common Stock Option ⁽²⁾ | \$ 3.17 | 04/01/2008 | | D | 19,167 | 10/30/2002 ⁽⁵⁾ | 10/29/2011 | Common Stock | 19,167 |
| Common Stock Option ⁽⁶⁾ | \$ 14.23 | 04/01/2008 | | D | 10,000 | 01/17/2005 | 11/14/2014 | Common Stock | 10,000 |
| Common Stock Option ⁽⁶⁾ | \$ 14.48 | 04/01/2008 | | D | 13,000 | 06/02/2006 | 06/01/2015 | Common Stock | 13,000 |
| Common Stock Option ⁽⁶⁾ | \$ 17.49 | 04/01/2008 | | D | 15,000 | 05/16/2006 | 05/15/2016 | Common Stock | 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GRAHAM PETER J 1111 MARCUS AVENUE SUITE LL-26 LAKE SUCCESS, NY 110421034 | | | SVP - Chief Legal Officer | |

Signatures

By: Joseph A. Cacchioli, as
Attorney-In-Fact

04/02/2008

__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) Disposed of pursuant to the Agreement and Plan of Merger by and among the issuer, Bracco Diagnostics, Inc., Eagle Acquisition Sub, Inc. and, for limited purposes, Bracco Imaging S.p.A. in exchange for a cash payment of \$21.00 per share.
- (2) Options granted under E-Z-EM's Employee Stock Option Plan.
- (3) Options are exercisable 1/3 per year commencing July 29, 2000.
- (4) This option was cancelled in the merger in exchange for a cash payment equal to the difference between the merger consideration of \$21.00 per share and the exercise price per share multiplied by the number of shares subject to the option.
- (5) Options are exercisable 25% per year commencing October 30, 2002.
- (6) Options granted under E-Z-EM's 2004 Stock and Incentive Award Plan.

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.