QUAIN MITCHELL I

Form 4

August 24, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16.

Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

obligations may continue. See Instruction 1(b).

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 * QUAIN MITCHELL I

2. Issuer Name and Ticker or Trading

ASTRO MED INC /NEW/ [ALOT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Symbol

(First) (Middle) (Last)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year)

08/22/2011

X Director 10% Owner Officer (give title Other (specify

below)

1 BRISTOL ROAD

Security

(Instr. 3)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Code

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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

MIDDLEBURY, CT 06762

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

(A)

or

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Following

Code V Amount (D) Price

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

(Month/Day/Year)

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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise (Instr. 3) Price of (Month/Day/Year)

5. Number 4. Transaction of Derivative Expiration Date Code Securities (Instr. 8) Acquired

6. Date Exercisable and 7. Title and Amount of 8. (Month/Day/Year)

Underlying Securities (Instr. 3 and 4)

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(I

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| | Derivative Security | | | | (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | |
|---|------------------------|------------|------|---|---|-----|---------------------|--------------------|-----------------|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to purchase) | \$ 7.4 | 08/22/2011 | A | | 5,000 | | <u>(1)</u> | 08/22/2021 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|------------------------------------|---------------|-----------|---------|-------|--|--|--|
| r | Director | 10% Owner | Officer | Other | | | |
| QUAIN MITCHELL I 1 BRISTOL ROAD | X | | | | | | |
| MIDDLEBURY, CT 06762 | 2. | | | | | | |

Signatures

Margaret D. Farrell (Attorney-in-fact for Mitchell I. Quain) 08/24/2011

**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) This option becomes exercisable immediately prior to the occurrence of the registrant's 2012 Annual Meeting of Shareholders.

Remarks:

This option was granted in connection with the reporting person's election as a member of the board of directors of the issuer.

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.

Reporting Owners 2