

ALLIED HEALTHCARE PRODUCTS INC

Form 4

May 26, 2006

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 *
WEIL JOHN D

2. Issuer Name and Ticker or Trading Symbol
ALLIED HEALTHCARE PRODUCTS INC [AHPI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 N. BROADWAY, STE 825
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/24/2006

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

ST. LOUIS, MO 63102

(City) (State) (Zip)

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

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)
				(A) or (D) Code V Amount (D) Price			
Common	05/24/2006		P	5,300 A \$ 5.9434	3,024,414	I	Limited Partnership ⁽¹⁾
Common	05/25/2006		P	9,000 A \$ 5.95	3,033,414	I	Limited Partnership ⁽¹⁾
Common					4,000	I	IRA
Common					10,000	I	Son ⁽²⁾
Common					26,300	I	Spouse ⁽²⁾
Common					9,250	D	

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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)	8. Amount or Number of Shares
Option (right to buy)	\$ 7					(3) 08/04/2007	Common Stock	10,000
Option (right to buy)	\$ 1.88					(3) 04/01/2009	Common Stock	1,250
Option (right to buy)	\$ 7.63					11/17/1998(4) 11/17/2007	Common Stock	1,000
Option (right to buy)	\$ 7.25					02/09/1999(4) 02/09/2008	Common Stock	500
Option (right to buy)	\$ 3.9					11/14/2004(4) 11/14/2013	Common Stock	1,000
Option (right to buy)	\$ 6.841					11/12/2005(4) 11/12/2014	Common Stock	1,000
Option (right to buy)	\$ 5.63					12/14/2006(4) 12/14/2015	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEIL JOHN D 200 N. BROADWAY STE 825 ST. LOUIS, MO 63102	X	X		

Signatures

John D. Weil 05/26/2006
 __Signature of Date
 Reporting Person

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).
- Shares are held by Woodbourne Partners, L.P. of which the Reporting Person is the sole general partner. Number of shares does not include an aggregate of 9,000 additional shares of common stock held in one Individual Retirement Account maintained for the benefit of certain person holding limited partnership interest in Woodbourne (or for the benefit of associate of such person). The Reporting Person disclaims any ownership or economic interest in the shares held in such IRA account.
- (1) Filer disclaims any economic benefit in shares.
 - (2) Options may not be exercised for a period of two years from the date of the grant and thereafter become exercisable on a cumulative basis in 25% increments beginning on the second anniversary of the date of grant and concluding on the fifth anniversary thereof
 - (3) Options may not be exercised for a period of one year from the date of the grant and thereafter are exercisable in full.

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.