REPLIDYNE INC

Form 3 June 27, 2006

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB

3235-0104

Number: Expires:

response...

January 31, 2005

0.5

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OMB APPROVAL

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 *

À Echols Roger

(Last) (First)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Statement

(Month/Day/Year)

06/27/2006

REPLIDYNE INC [RDYN]

4. Relationship of Reporting Person(s) to Issuer

Director

_X__ Officer

5. If Amendment, Date Original

Filed(Month/Day/Year)

1450 INFINITE DRIVE

(Street)

(Check all applicable)

10% Owner Other

(give title below) (specify below) Chief Medical Officer

6. Individual or Joint/Group

Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

LOUISVILLE, COÂ 80027

(City) (State) (Zip)

(Middle)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

Common Stock

(Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

Ownership Form:

4. Nature of Indirect Beneficial Ownership

(Instr. 5) Direct (D)

or Indirect (I) (Instr. 5)

101,957 (1)

Â

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

D

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

4. Conversion or Exercise

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership

Date Exercisable Expiration Date

Title

Amount or Number of Price of Derivative Security: Direct (D) Security

(Instr. 5)

or Indirect

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				Shares		(I) (Instr. 5)	
Stock Option (right to buy)	06/27/2006(1)	12/02/2014	Common Stock	101,957	\$ 0.61	D	Â
Stock Option (right to buy)	06/27/2006(2)	01/19/2016	Common Stock	65,252	\$ 3.19	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
Tropozona C miles i miles i miles	Director	10% Owner	Officer	Other		
Echols Roger			Chief			
1450 INFINITE DRIVE	Â	Â	Medical	Â		
LOUISVILLE. CO 80027			Officer			

Signatures

/s/ Laura M. Medina, Attorney-in-Fact 06/27/2006

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- 25% of the total 203,914 shares originally subject to the option vest one year from the vesting commencement date with the remaining (1) shares vesting in equal monthly installments over the next 36 months; shares subject to repurchase pursuant to the foregoing vesting schedule.
 - 12.5% of the shares vest on the one year anniversary of the vesting commencement date; 37.5% of the shares vest in equal monthly installments over 36 months beginning one month following the one year anniversary of the vesting commencement date; and 50% of the
- (2) shares vest upon the earlier to occur of (A) the fourth anniversary of the vesting commencement date; and (B) following the Company's consummation of its initial public offering, such day on which the closing price, as reported on the Nasdaq National Market quotation system, of the Company's Common Stock equals or exceeds a milestone price as set forth in the option 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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