

WASSERMAN ARNOLD J

Form 4

February 24, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
WASSERMAN ARNOLD J

(Last) (First) (Middle)

C/O STRATASYS, INC., 14950
MARTIN DRIVE

(Street)

EDEN PRAIRIE, MN 55344

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
STRATASYS INC [SSYS]

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2006

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)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/22/2006		M	A	\$ 2.0334	5,000	D
Common Stock	02/22/2006		S	D	\$ 26.28	4,800	D
Common Stock	02/22/2006		S	D	\$ 26.29	4,700	D
Common Stock	02/22/2006		S	D	\$ 26.3	4,600	D
Common Stock	02/22/2006		S	D	\$ 26.31	4,500	D

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Common Stock	02/22/2006	S	100	D	\$ 26.37	4,400	D
Common Stock	02/22/2006	S	1,500	D	\$ 26.49	2,900	D
Common Stock	02/22/2006	S	100	D	\$ 26.5	2,800	D
Common Stock	02/22/2006	S	800	D	\$ 26.53	2,000	D
Common Stock	02/22/2006	S	300	D	\$ 26.54	1,700	D
Common Stock	02/22/2006	S	300	D	\$ 26.55	1,400	D
Common Stock	02/22/2006	S	300	D	\$ 26.56	1,100	D
Common Stock	02/22/2006	S	300	D	\$ 26.57	800	D
Common Stock	02/22/2006	S	300	D	\$ 26.6	500	D
Common Stock	02/22/2006	S	200	D	\$ 26.61	300	D
Common Stock	02/22/2006	S	300	D	\$ 26.63	0	D

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

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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 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
		02/22/2006		M	5,000	10/08/2001 10/08/2006		5,000

Stock \$ 2.0334
 Option (1)
 (right to
 buy)

Common
 Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WASSERMAN ARNOLD J C/O STRATASYS, INC. 14950 MARTIN DRIVE EDEN PRAIRIE, MN 55344		X		

Signatures

/s/ Eric Honick,
 Attorney-in-fact

02/24/2006

__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 was previously reported on Form 5 dated December 2001 as covering 20,000 shares at an exercise price of \$3.05 per share, but has been adjusted to reflect the 3-for-2 stock split in the form of a stock dividend effected on December 19, 2003.

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.