

AMERICAN SHARED HOSPITAL SERVICES
 Form 4
 September 15, 2009

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 *
 AMERICAN SHARED HOSPITAL SERVICES

2. Issuer Name and Ticker or Trading Symbol
 AMERICAN SHARED HOSPITAL SERVICES [AMS]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 FOUR EMBARCADERO CENTER, SUITE 3700
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/10/2009

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

SAN FRANCISCO, CA 94111-4107
 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| COMMON STOCK | 09/10/2009 | | A | 500 ⁽¹⁾ A \$ 0 | 25,500 ⁽²⁾ ⁽³⁾ | D | |

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

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)

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| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| STOCK OPTION (RIGHT TO BUY) | \$ 2.82 | 09/10/2009 | | A | 5,000 | 09/10/2009 ⁽⁴⁾ 09/09/2016 | COMMON STOCK 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| AMERICAN SHARED HOSPITAL SERVICES FOUR EMBARCADERO CENTER SUITE 3700 SAN FRANCISCO, CA 94111-4107 | X | | | |

Signatures

ERIC OHWA ON BEHALF OF RAY STACHOWIAK
Date: 09/15/2009

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 REPRESENTS AN AWARD OF RESTRICTED STOCK UNITS. EACH UNIT WILL ENTITLE THE REPORTING PERSON TO ONE SHARE OF THE ISSUER'S COMMON STOCK UPON VESTING. THE UNITS WILL VEST IN FULL UPON THE REPORTING PERSON'S COMPLETION OF ONE YEAR OF SERVICE MEASURED FROM SEPTEMBER 10, 2009 (THE "VESTING DATE").
- (2) INCLUDES 500 SHARES SUBJECT TO THE REPORTED RESTRICTED STOCK UNIT AWARD WHICH WILL VEST IN FULL ON THE VESTING DATE.
- (3) THE 25500 BALANCE INCLUDES 25000 COMMON STOCK HELD BY A CORPORATION THAT MR STACHOWIAK HAS CONTROLLING INTEREST IN.
- (4) THE REPORTED OPTION WILL VEST OVER FOUR SUCCESSIVE EQUAL ANNUAL INSTALLMENTS UPON THE OPTIONEES COMPLETION OF EACH YEAR PERIOD OF BOARD SERVICE OVER THE FOUR YEAR PERIOD MEASURED FROM THE GRANT DATE.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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