

AMERICAN SHARED HOSPITAL SERVICES  
 Form 4  
 June 23, 2008

**FORM 4**

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

OMB APPROVAL

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 Expires: January 31, 2005  
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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)  
 06/20/2008

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

SAN FRANCISCO, CA 94111-4107

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

(City) (State) (Zip)

**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	06/20/2008		A	500 <sup>(1)</sup> A \$ 0	201,911 <sup>(2)</sup>	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)	\$ 2.3	06/20/2008		A	2,000	06/20/2008 <sup>(3)</sup> 06/19/2015	COMMON STOCK 2,000

## 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

JOHN F RUFFLE 06/23/2008

\*\*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 EARLIER OF (I) THE REPORTING PERSON'S COMPLETION OF ONE YEAR OF SERVICE MEASURED FROM JUNE 20, 2008 OR (II) SUCH INDIVIDUAL'S CONTINUATION IN BOARD SERVICE THROUGH THE DAY IMMEDIATELY PRECEDING THE 2009 ANNUAL SHAREHOLDERS MEETING (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 REPORTED OPTION WILL VEST IN FULL UPON THE EARLIER OF (I) THE REPORTING PERSON'S COMPLETION OF ONE YEAR OF SERVICE MEASURED FROM JUNE 20, 2008 OR (II) SUCH INDIVIDUAL'S CONTINUATION IN BOARD SERVICE THROUGH THE DAY IMMEDIATELY PRECEDING THE 2009 ANNUAL SHAREHOLDERS MEETING (THE "VESTING 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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