

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-K/A

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended January 31, 2008

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file Number 0-12965

Astro-Med, Inc.

(Exact name of registrant as specified in its charter)

Rhode Island
(State of incorporation)

05-0318215
(I.R.S. Employer Identification No.)

**600 East Greenwich Avenue,
West Warwick, Rhode Island**
(Address of principal executive offices)

02893
Zip Code

(401) 828-4000
(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:
NONE

Securities registered pursuant to Section 12(g) of the Act:
Common Stock, \$.01 Par Value
(Title of Class)

Indicated by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes: No:

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes: No:

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period than the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes: No:

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer: Accelerated filer: Non-accelerated filer: Smaller reporting company:

Indicated by check mark whether the registrant is a shell company: Yes: No:

As of August 3, 2007, the aggregate market value of the voting common equity of the Registrant held by non-affiliates of the Registrant, based on the closing price on the Nasdaq Global Market was \$47,900,025.

As of April 4, 2008 there were 6,992,191 shares of common stock (par value \$0.05 per share) of the Registrant issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Company's definitive proxy statement for the 2008 annual meeting of shareholders are incorporated by reference into Part III. See pages 20 through 22 for the exhibit index.

This amendment to annual report on Form 10-K of Astro-Med, Inc. (the “Company”) for the fiscal year ended January 31, 2008 is being filed to correct the Company’s Summary Compensation Table as filed with the Securities and Exchange Commission (“SEC”) on April 24, 2008 as part of the Company’s Proxy Statement for the 2008 Annual Shareholders Meeting. The Summary Compensation Table as filed therein incorrectly included incentive compensation awards for the named executive officers that were accrued during the fiscal year ended January 31, 2007 in the amounts reported as salary paid for the fiscal year ended January 31, 2008. Such awards were also correctly reported in the Summary Compensation Table as “Non-Equity Incentive Plan Compensation” for the fiscal year ended January 31, 2007. This amendment also has attached, as Exhibit 3.2, a complete copy of the Company’s By-laws as amended to date which was unintentionally omitted from the Company’s annual report on Form 10-K for the fiscal year ended January 31, 2008.

PART III

Item 11. Compensation of Directors and Executive Officers

COMPENSATION DISCUSSION & ANALYSIS

The Compensation Committee of the Board of Directors of the Company (the “Committee”) is charged with the responsibility for establishing, implementing and monitoring adherence to the Company’s compensation philosophy and assuring that executives and key management personnel are effectively compensated in a manner which is internally equitable. The Committee also is responsible for reviewing and recommending to the Board the compensation of directors.

Compensation Philosophy and Objectives. Our overall philosophy in terms of executive compensation is to link management incentives with the actual financial performance of the Company. Similarly, the compensation should attract, retain and motivate highly qualified individuals to achieve the Company’s business goals and link their interests with shareholder interests. In setting compensation for our executive officers, the Committee considers the executive’s performance, awards, if any, made during prior years and other relevant factors. We seek to have the long-term performance of our common stock reflected in executive compensation through our equity incentive programs.

Elements of Compensation. Our total compensation program for executive officers consists of the following:

- salary;
- cash incentive and bonus awards tied to the Company’s and employee’s annual performance;
- long-term incentive compensation, historically in the form of stock options; and
- retirement and other benefits.

We choose to pay each element of compensation in order to attract and retain the necessary executive talent, reward annual performance and provide incentive for both long-term strategic goals as well as short-term performance. Our policy for allocating between currently paid and long-term compensation is to ensure adequate base compensation to attract and retain personnel, while providing incentives to maximize long-term value for our shareholders.

Setting Executive Compensation. The Committee is responsible for establishing and periodically reviewing the compensation of our executive officers and approving all equity awards. The Committee annually reviews the performance of the executive officers and, based on these reviews, the Committee determines salary adjustments and annual award amounts of our executive officers.

Salary. Base salaries for our executive officers were established a number of years ago. Historically, base salaries have been increased at annual rates which approximate the general rates of increase of compensation for all employees of the Company. For fiscal year 2008, we increased the compensation of the Company’s employees and executive officers by 3%. Historically, annual salary adjustments were approved to be effective on the anniversary of the executive’s original date of hire. Commencing with fiscal 2009, annual salary adjustments have been made effective April 1 of each year.

Cash Incentive and Bonus Awards. The Committee has adopted a management bonus plan for the purpose of providing incentive compensation to employees of the Company. Awards under the management bonus plan are based on the Company's achieving specified financial objectives, such as net income and return on net assets, as well as each individual's specific business objectives. The specified threshold and target financial objectives and business objectives and the related bonus payouts are established annually by the Committee and, accordingly, individual awards may vary, up or down, from year to year. Bonuses paid or accrued for fiscal year 2008 under our management bonus plan to all executive officers was \$169,976 which represented approximately 23% of their maximum bonus opportunity. Bonuses paid to our "Named Executive Officers" (as defined on page 8 below) under our management bonus plan, except for Michael Morawetz who is not a participant in the Company's management bonus plan, are reflected in the "Non-Equity Incentive Plan Compensation" column of the Summary Compensation Table below.

In addition, to our management bonus plan, we have sometimes awarded cash bonus awards to our executive officers to reward their efforts in extraordinary circumstances. Such cash awards are made at the discretion of the Committee. For fiscal year 2008, Michael Morawetz was awarded a cash bonus due to the performance of the Company's international sales branches for the 2008 fiscal year. This bonus was awarded under a plan established by the Company which awards cash bonuses to the Company's branch offices based on certain financial objectives to be obtained by those branches. Upon attainment of the objectives, bonuses awarded to any branch office are then allocated amongst a pool of individuals at such offices at the discretion of the CEO.

Long-Term Incentive Compensation. Total compensation at the executive level also includes long-term incentive awards granted under the Company's Non-Qualified Stock Option Plan and 2007 Equity Incentive Plan. The objectives of the equity incentive program are to align executive and shareholder long-term interests by creating a strong and direct link between executive pay and total shareholder return, and to enable executives to develop and maintain a long-term stock ownership position in our common stock. Historically, all equity awards have been in the form of stock options which have generally been granted in March of each year at an exercise price of not less than 100% of the market price on the date of grant. Under the 2007 Equity Incentive Plan, the exercise price of all stock options must be at least 100% of the market price on the date of grant, provided that the exercise price for incentive stock options (ISOs) granted to any ten percent beneficial owner of our stock, which includes Mr. Ondis, must be not less than 110% of the market price on the date of grant. Since 2004, all options granted vest in four equal annual installments commencing on the first anniversary of the date of grant. Prior to 2004, options vested seven months following the grant date. Under the Company's 2007 Equity Incentive Plan, the Company is also able to make equity awards in the form of restricted stock, restricted units and performance units in addition to stock options, but has not done so to date.

Retirement and Other Benefits. In order to attract and retain key executives, we offer retirement benefits through a Profit-Sharing Plan and Employee Stock Ownership Plan for employees, including our executive officers.

Profit-Sharing Plan. We maintain a qualified Profit-Sharing Plan which provides retirement benefits to substantially all our employees and provides for contributions into a trust fund in such amounts as the Board of Directors may annually determine. Each eligible employee shares in contributions on the basis of relative (limited to \$220,000) compensation. In addition, participants are permitted to defer up to 50% of their cash compensation and make contributions of such deferral to this plan through payroll deductions. The Company makes matching contributions equal to 50% of the first percent of compensation contributed and 25% of the second through fifth percent. The deferrals are made within the limits prescribed by Section 401(k) of the Internal Revenue Code (the "Code"). The Profit-Sharing Plan provides for the vesting of 100% of matching contributions made by the Company to the account of the employee after three years of service. Contributions by an employee are 100% vested immediately. Effective April 1, 2007, we amended our Profit-Sharing Plan to increase the amount of our matching contributions to 50% of the first percent of compensation contributed and 25% of the second through the seventh percent.

Employee Stock Ownership Plan. We also have an Employee Stock Ownership Plan which provides retirement benefits to substantially all employees of the Company. Contributions in such amounts as the Board of Directors may annually determine are allocated among eligible employees on the basis of relative (limited to \$100,000) compensation. Participants are 100% vested in any and all allocations to their accounts. Contributions, which may be in cash or stock, are invested by the Plan's Trustee in shares of common stock of the Company.

Perquisites. In addition to the benefits described above, we provide automobile allowances to certain of our executive officers. Furthermore, prior to the adoption of the Sarbanes-Oxley Act of 2002, we made interest free loans to certain of our executive officers. As of April 25, 2007, all such loans were repaid in full. The amounts of any aforesaid automobile allowances to our Named Executive Officers are reflected in the “All Other Compensation” column of the Summary Compensation Table below.

We have no employment agreements with any of our executive officers and we do not provide any severance benefits to our executives other than those provided to employees generally. Severance benefits will vary based upon salary levels and length of service.

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed with management the Compensation Discussion & Analysis included above. Based on these reviews and discussions, the Compensation Committee has recommended to the Board of Directors that the Compensation Discussion & Analysis be included in the Company’s Annual Report on Form 10-K for the fiscal year ended January 31, 2008 for filing with the SEC through incorporation by reference of this Proxy Statement.

Compensation Committee:

Hermann Viets (Chairman)

Jacques Hopkins

Graeme MacLetchie.

EXECUTIVE COMPENSATION

The following table provides information regarding the total compensation paid or accrued by the Company to each of its Chief Executive Officer (“CEO”), Chief Financial Officer (“CFO”) and its three other highest paid executive officers other than the CEO and CFO (collectively, the “Named Executive Officers”).

Because the Company’s management bonus plan is based on achieving specified performance goals, awards under the plan are not considered “Bonuses” for purposes of SEC rules and are listed below as “Non-Equity Incentive Plan Compensation.”

Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Bonus \$(a)	Stock Awards (\$)	Option Awards \$(b)	Non-Equity Incentive Plan Compensation \$(c)	Change in Pension Value	All Other Compensation (\$)	Total (\$)
							and Non- Qualified Deferred Compensation Earnings (\$)		
Albert W. Ondis <i>Chairman and CEO</i>	2008	256,685	—	—	46,557	33,983	—	16,407(d)	353,632
	2007	245,624	397,422	—	37,554	40,574	—	34,124(e)	755,298
Everett V. Pizzuti <i>President and COO</i>	2008	239,029	—	—	46,557	32,181	—	28,837(f)	346,604
	2007	238,733	168,332	—	37,554	38,412	—	33,641(g)	516,672
Joseph P. O’Connell <i>Senior Vice President, Treasurer and CFO</i>	2008	199,674	—	—	31,482	28,400	—	23,733(h)	283,289
	2007	177,863	20,000	—	25,128	22,988	—	28,781(i)	274,760
Elias G. Deeb <i>Vice President – Media Products</i>	2008	149,605	—	—	27,201	20,810	—	2,764(j)	200,380
	2007	146,181	—	—	22,345	18,628	—	3,691(k)	190,845
Michael Morawetz <i>Vice President – International Branches</i>	2008	175,708	52,582	—	5,884	—	—	24,706(l)	258,880
	2007	158,424	—	—	3,714	—	—	—	162,138

(a) Reflects discretionary cash bonuses.

(b) The amounts reflect the dollar amount recognized for financial statement reporting purposes for the fiscal year ended January 31, 2008, in accordance with SFAS 123R for stock options granted pursuant to the Company’s stock plans. Assumptions used in the calculation of these amounts are included in footnote 6 to the Company’s audited financial statements for the fiscal year ended January 31, 2008, included in the Company’s Annual Report on Form 10-K filed with the Securities and Exchange Commission on or around April 16, 2008.

(c) Reflects cash awards to the named individuals under the Company’s management bonus plan which is discussed in further detail under the heading “Compensation Discussion and Analysis” above.

(d) Includes automobile allowance of \$13,865, employer match under Profit Sharing Plan of \$2,011 and employer contribution to Employee Stock Ownership Plan of \$531.

(e) Includes imputed interest calculated at 4.71% in the amount of \$15,149 on loan from Company in original principal amount of \$321,640, automobile allowance of \$15,290, employer match under Profit Sharing Plan of \$3,115 and employer contribution to Employee Stock Ownership Plan of \$570.

(f) Includes automobile allowance of \$16,397, non-cash automobile income related to personal use of \$9,910, employer match under Profit Sharing Plan of \$1,999 and employer contribution to Employee Stock Ownership Plan of \$531.

(g) Includes imputed interest calculated at 4.71% in the amount of \$6,200 on loan from Company in original principal amount of \$131,624, automobile allowance of \$16,460, non-cash automobile income related to personal use of \$10,075, employer match under Profit Sharing Plan of \$336 and employer contribution to Employee Stock Ownership Plan of \$570.

(h) Includes automobile allowance of \$19,352, employer match under Profit Sharing Plan of \$3,850 and employer contribution to Employee Stock Ownership Plan of \$531.

(i) Includes automobile allowance of \$25,595, employer match under Profit Sharing Plan of \$2,616 and employer contribution to Employee Stock Ownership Plan of \$570.

(j) Includes employer match under Profit Sharing Plan of \$2,233 and employer contribution to Employee Stock Ownership Plan of \$531.

(k) Includes imputed interest calculated at 4.71% in the amount of \$942 on loan from Company in original principal amount of \$20,000, employer match under Profit Sharing Plan of \$2,179 and employer contribution to Employee Stock Ownership Plan of \$570.

(l) Reflects non-cash automobile income related to personal use.

Outstanding Equity Awards at Fiscal Year-End

The following table provides information on all outstanding equity awards held by each of the Named Executive Officers as of January 31, 2008.

<u>Name</u>	<u>Option Grant Date</u>	<u>Number of securities underlying unexercised options (#) Exercisable</u>	<u>Number of securities underlying unexercised options (#) Unexercisable(a)</u>	<u>Option Exercise Price(\$)</u>	<u>Option Expiration Date</u>
Albert W. Ondis	03/25/1998	34,375	—	5.9091	03/25/2008(b)
	03/23/1999	34,375	—	3.5909	03/23/2009(b)
	03/20/2000	103,125	—	5.4546	03/20/2010(b)
	03/19/2001	85,250	—	3.1364	03/19/2011(b)
	03/18/2002	85,250	—	2.6909	03/18/2012(b)
	04/19/2004	30,938	10,312	8.7273	04/19/2014(c)
	03/20/2006	5,313	15,937	7.9316	03/20/2016(c)
	04/12/2007	0	14,000	11.4450	04/12/2017(c)
Everett V. Pizzuti	03/25/1998	34,375	—	5.9091	03/25/2008(b)
	03/23/1999	34,375	—	3.5909	03/23/2009(b)
	11/27/1999	12,375	—	4.5455	11/27/2009(b)
	03/20/2000	103,125	—	5.4546	03/20/2010(b)
	03/19/2001	85,250	—	3.1364	03/19/2011(b)
	03/18/2002	14,300	—	2.6909	03/18/2012(b)
	04/19/2004	30,938	10,312	8.7273	04/19/2014(c)
	03/20/2006	5,313	15,937	7.9316	03/20/2016(c)
04/12/2007	0	14,000	11.4450	04/12/2017(c)	
Joseph P. O'Connell	03/25/1998	13,750	—	5.9091	03/25/2008(b)
	03/23/1999	27,500	—	3.5909	03/23/2009(b)
	03/20/2000	34,375	—	5.4546	03/20/2010(b)
	03/20/2000	34,375	—	5.4546	03/20/2010(b)
	03/19/2001	55,000	—	3.1364	03/19/2011(b)
	03/18/2002	66,687	—	2.6909	03/18/2012(b)
	03/31/2003	13,750	—	2.4000	03/31/2013(b)
	04/19/2004	15,469	5,156	8.7273	04/19/2014(c)
	03/21/2005	4,688	4,687	6.7680	03/21/2015(c)
	03/20/2006	3,516	10,546	7.9316	03/20/2016(c)
04/12/2007	0	10,000	11.4450	04/12/2017(c)	

<u>Name</u>	<u>Option Grant Date</u>	<u>Number of securities underlying unexercised options (#) Exercisable</u>	<u>Number of securities underlying unexercised options (#) Unexercisable(a)</u>	<u>Option Exercise Price(\$)</u>	<u>Option Expiration Date</u>
Elias G. Deeb	03/25/1998	10,312	—	5.9091	03/25/2008(b)
	03/23/1999	10,312	—	3.5909	03/23/2009(b)
	11/27/1999	4,125	—	4.5455	11/27/2009(b)
	03/20/2000	20,625	—	5.4546	03/20/2010(b)
	03/19/2001	20,625	—	3.1364	03/19/2011(b)
	03/18/2002	6,875	—	2.6909	03/18/2012(b)
	03/31/2003	13,750	—	2.4000	03/31/2013(b)
	04/19/2004	10,313	3,437	8.7273	04/19/2014(c)
	03/21/2005	3,125	3,125	6.7680	03/21/2015(c)
	03/20/2006	2,344	7,031	7.9316	03/20/2016(c)
	04/12/2007	0	10,000	11.4450	04/12/2017(c)
Michael Morawetz	04/19/2004	1,546	516	8.7273	04/19/2014(c)
	03/21/2005	469	468	6.7680	03/21/2015(c)
	03/20/2006	234	703	7.9316	03/20/2016(c)
	04/12/2007	0	3,500	11.4450	04/12/2017(c)

- (a) Option awards are adjusted to reflect Company's May 2004 stock dividend and June 2006 stock split.
(b) Options vested in full on the seven month anniversary of the Option Grant Date.
(c) Options vest in four equal annual installments commencing on the first anniversary of the Option Grant Date.

Grants of Plan Based Awards

The following table provides information on all grants of plan based awards by the Company in fiscal year 2008 to each Named Executive Officer.

Name	Grant Date	All Other Stock Awards: Number of Shares of Stock	All Other Option Awards: Number of Securities Underlying	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (\$) (a)
		or Units (#)	Options (#)		
Albert W. Ondis	04/12/07	—	14,000	11.45	64,820
Everett V. Pizzuti	04/12/07	—	14,000	11.45	64,820
Joseph P. O'Connell	04/12/07	—	10,000	11.45	46,300
Elias G. Deeb	04/12/07	—	6,500	11.45	30,095
Michael Morawetz	04/12/07	—	3,500	11.45	16,205

- (a) Assumptions used in the calculation of these amounts are included in footnote 6 to the Company's audited financial statements for the fiscal year ended January 31, 2008, included in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on or around April 16, 2008.

Option Exercises and Stock Vested

The following table provides information on all exercises of options by the Named Executive Officers during the Company's 2008 fiscal year.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise #(a)	Value Realized on Exercise \$(b)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Albert W. Ondis	34,375	185,343	—	—
Everett V. Pizzuti	34,375	170,562	—	—
Joseph P. O'Connell	10,312	59,313	—	—
Elias G. Deeb	13,750	125,950	—	—
Michael Morawetz	—	—	—	—

- (a) Number of shares acquired on exercise have been adjusted to reflect the Company's May 2004 stock dividend and June 2006 stock split.
(b) Based on difference between the closing market price of the Company's common stock on the date of exercise and the exercise price of the options.

Compensation of Directors

The Compensation Committee is responsible for reviewing and recommending to the Board of Directors the compensation of the directors of the Company. Messrs. Hopkins, MacLetchie and Viets are paid an annual retainer of \$3,500 plus \$500 for each Board and committee meeting attended (including attendance through telephonic means). Directors who are also officers or employees of the Company are not entitled to receive any compensation in addition to their compensation for services as officers or employees.

Those directors who are not also officers and employees of the Company have received options to purchase common stock under the Company's Non-Employee Director Stock Option Plan (the "Director Plan") as compensation for their services to the Company. Under the Director Plan, Messrs. Hopkins and Viets each received non-qualified options to purchase 1,375 shares of common stock on May 20, 1996, the date the Company's shareholders approved the Director Plan and Mr. MacLetchie received a non-qualified option to purchase 1,375 shares of common stock upon his initial election to the Board of Directors on May 14, 2002. These options vested six months after the grant date. The Director Plan expired on May 31, 2006. Under the Company's 2007 Equity Incentive Plan, each non-employee director receives non-qualified options to purchase 5,000 shares of the Company's common stock upon the adjournment of each annual meeting or special meeting in lieu of an annual meeting of the shareholders of the Company. These options have a term of ten years and become exercisable immediately prior to the occurrence of the next annual meeting following the date the option is granted.

The following Director Compensation table provides information regarding the compensation paid or accrued by each individual who was a director during the 2008 fiscal year.

<u>Name</u>	<u>Fees Earned</u>			<u>All Other Compensation</u>
	<u>Total (\$)</u>	<u>or Paid in Cash (\$)</u>	<u>Option Awards \$(a)(b)</u>	
Jacques Hopkins	\$25,032	\$ 8,000	\$17,032	\$ 0
Graeme MacLetchie	25,032	8,000	17,032	0
Albert W. Ondis(c)	—	—	—	0
Everett V. Pizzuti(c)	—	—	—	0
Hermann Viets	25,032	8,000	17,032	0

- (a) The amounts reflect the dollar amount recognized for financial statement reporting purposes for the fiscal year ended January 31, 2008, in accordance with SFAS 123R for stock options granted to directors pursuant to the Director Plan. Assumptions used in the calculation of these amounts are included in footnote 6 to the Company's audited financial statements for the fiscal year ended January 31, 2008, included in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on or around April 16, 2008.
- (b) As of January 31, 2008 each director had the following number of options outstanding: Jacques Hopkins 13,250, Graeme MacLetchie 9,125 and Hermann Viets 13,250.
- (c) See Summary Compensation Table and Outstanding Equity Awards at Fiscal Year End Table for disclosure relating to compensation and outstanding option awards of Messrs. Ondis and Pizzuti.

PART IV

Item 15 . Exhibits and Financial Statement Schedule

(a)(3) *Exhibits:*

**Exhibit
Number**

- (3A) Articles of Incorporation of the Company and all amendments thereto (filed as Exhibit No. 3A to the Company's report on Form 10-Q for the quarter ended August 1, 1992 and by this reference incorporated herein).
- (3B) By-laws of the Company as amended to date.
- (4) Specimen form of common stock certificate of the Company (filed as Exhibit No. 4 to the Company's report on Form 10-K for the year ended January 31, 1985 and by this reference incorporated herein).
- (10.1) Astro-Med, Inc. 1989 Non-Qualified Stock Option Plan, as amended, filed as Exhibit 4.3 to Registration Statement on Form S-8, Registration No. 333-32317 and incorporated by reference herein. *
- (10.2) Astro-Med, Inc. 1989 Incentive Stock Option Plan, as amended, filed as Exhibit 28 to Registration Statement on Form S-8, Registration No. 333-43700, and incorporated by reference herein. *
- (10.3) Astro-Med, Inc. 1993 Incentive Stock Option Plan filed as Exhibit 4.3 to Registration Statement on Form S-8, Registration No. 333-24127, and incorporated by reference herein. *
- (10.4) Astro-Med, Inc. Non-Employee Director Stock Plan filed as Exhibit 4.3 to Registration Statement on Form S-8, Registration No. 333-24123, and incorporated by reference herein. *
- (10.5) Astro-Med, Inc. 1997 Incentive Stock Option Plan, as amended, filed as Exhibit 4.3 to Registration Statements on Form S-8, Registration Nos. 333-32315, 333-93565 and 333-44414, and incorporated by reference herein. *
- (10.6) Astro-Med, Inc. 1998 Non-Qualified Stock Option Plan, as amended, filed as Exhibit 4.3 to Registration Statement on Form S-8, Registration Nos. 333-62431 and 333-63526, and incorporated by reference herein. *
- (10.7) Astro-Med, Inc. 2007 Equity Incentive Plan as filed as Appendix A to the Definitive Proxy Statement filed on Schedule 14A for the 2007 annual shareholders meeting. *
- (10.8) Astro-Med, Inc. Management Bonus Plan (Group III) filed as Exhibit 10.8 to the Company's Annual Report on Form 10-K for the year ended January 31, 2003 and by this reference incorporated herein. *
- (21) List of Subsidiaries of the Company.
- (23.1) Consent of Grant Thornton LLP
- (31.1) Certification of Chief Executive Officer Pursuant to Rule 13a-14(a).
- (31.2) Certification of Chief Financial Officer Pursuant to Rule 13a-14(a).
- (32.1) Certification of Chief Executive Officer Pursuant to Rule 13a-14(b) and 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- (32.2) Certification of Chief Financial Officer Pursuant to Rule 13a-14(b) and 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* Management contract or compensatory plan or arrangement.

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused the report to be signed on its behalf by the undersigned, thereunto duly authorized.

ASTRO-MED, INC.
(Registrant)

By: /s/ Albert W. Ondis

Name: Albert W. Ondis

Title: Chairman and Director
(Principal Executive Officer)

May 29, 2008

B Y - LAWS

OF

A STRO -M ED , I NC .**(AS AMENDED December 11, 2007)****A RTICLE I****O FFICES**

The Corporation shall have offices at such places both within and without the State of Rhode Island as may from time to time be determined by the board of directors or as the business of the Corporation may require.

A RTICLE II**M EETINGS OF S HAREHOLDERS**

Section 1. Place of Meetings . All annual meetings of the shareholders and all special meetings of the shareholders called by the chief executive officer or the board of directors shall be held at such place within or without the State of Rhode Island as shall be stated in the notice of meeting. All other special meetings of the shareholders shall be held at an office of the Corporation in the State of Rhode Island.

Section 2 . Annual Meetings . An annual meeting of the shareholders shall be held on the third Tuesday of May in each year beginning at 10:00 a.m., or on such other date and at such other time as may be fixed by the Board of Directors. At each annual meeting, the shareholders shall elect a board of directors and shall transact such other business as may properly come before the meeting. In the event of the failure to hold said annual meeting at any time or for any cause, any and all business which might have been transacted at such meeting may be transacted at the next succeeding meeting, whether special or annual.

Section 3 . Special Meetings . A special meeting of the shareholders, for any purpose or purposes, may be called by the chief executive officer, the board of directors, or the holders of record of not less than one-tenth of the capital shares entitled to vote at such meeting. Any such call shall state the purpose or purposes of the proposed meeting.

Section 4. Notice of Meetings . Written notice of each annual or special meeting stating the place, day and hour of the meeting (and the purpose or purposes of any special meeting) shall be given by or at the direction of the chief executive officer, the secretary, or the person or persons calling the meeting to each shareholder of record entitled to vote at such meeting not less than ten nor more than sixty days before the meeting. Business transacted at any special meeting of shareholders shall be limited to the purposes stated in the notice of the meeting or any written waiver thereof.

Section 5 . Quorum. The holders of a majority of the capital shares issued, outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the shareholders for the transaction of business. If, however, such quorum shall not be present or represented at any meeting of the shareholders, the shareholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. If adjournment is for more than thirty days, a notice of the adjourned meeting shall be given to each shareholder entitled to vote at the meeting. When a quorum is present or represented at any meeting, the vote of the holders of a majority of the capital shares entitled to vote and present in person or represented by proxy, shall decide any question brought before such meeting, unless the vote of a greater number is required by law.

Section 6 . Proxies. Every shareholder entitled to vote at a meeting or to express consent without a meeting may authorize another person or persons to act for him by proxy, executed in writing by the shareholder or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date thereof, unless otherwise provided in the proxy.

Section 7. Consent Votes . Any action required or permitted to be taken at a meeting of shareholders may be taken without a meeting if all the shareholders entitled to vote thereon consent thereto in writing.

Section 8 . Matters to be Considered at Annual Meetings . At an annual meeting of shareholders, only such new business shall be conducted, and only such proposals shall be acted upon as shall be proper subjects for shareholder action pursuant to the Articles of Incorporation, these By-Laws, or applicable law and shall have been brought before the annual meeting (a) by, or at the direction of, the Board of Directors, the Chairman of the Board of Directors, or the President or (b) by a shareholder of the Corporation who complies with the notice procedures set forth in Article III, Section 10.

For a proposal to be properly brought before an annual meeting by a shareholder, the shareholder must have given timely notice thereof in writing to the Secretary of the Corporation. To be timely, a shareholder's notice must be received at the principal executive offices of the Corporation not less than 60 days nor more than 150 days prior to the scheduled annual meeting, regardless of any postponements, deferrals or adjournments of that meeting to a later date; provided, however, that if less than 70 days' notice or prior public disclosure of the date of the scheduled annual meeting is given or made, notice by the shareholder to be timely must be so delivered or received not later than the close of business on the tenth day following the earlier of the day on which such notice of the date of the scheduled annual meeting was mailed or the day on which public disclosure was made. A shareholder's notice to the Secretary shall set forth as to each matter the shareholder proposes to bring before the annual meeting (a) a brief description of the proposal desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (b) the name and address, as they appear on the Corporation's books, of the shareholder proposing such business and any other shareholders known by such shareholder to be supporting such proposal, (c) the class and number of shares of the Corporation's capital stock which are beneficially owned by the shareholder on the date of such shareholder notice and by any other shareholders known by such shareholder to be supporting such proposal on the date of such shareholder notice, and (d) any financial interest of the shareholder in such proposal.

The Board of Directors may reject any shareholder proposal not timely made in accordance with the terms of this Section 8.

This provision shall not prevent the consideration and approval or disapproval at the annual meeting of reports of officers, directors, and committees, but in connection with such reports, no matter shall be acted upon at such annual meeting unless stated and filed as herein provided.

A RTICLE III

D IRECTORS

Section 1 . Powers . The business and affairs of the Corporation shall be managed by the board of directors.

Section 2 . Number . The number of directors shall be fixed by vote of the board of directors or by the shareholders at the annual meeting. If pursuant to the foregoing authority, the board of directors shall decrease the number of directors, such decrease shall not be effective with respect to the terms of directors then holding office until the next annual meeting of shareholders.

Section 3. Election and Term . The directors shall be elected at the annual meeting of the shareholders, except as provided in Section 5 of this Article, and each director elected shall hold office until the next annual meeting of the shareholders and thereafter until a successor is elected and qualified (unless there shall be no successor as a result of a decrease in the number of the board of directors). Any or all of the directors may be removed with or without cause by vote of the shareholders, and any director may be removed for cause by vote of the board of directors. Directors need not be shareholders of the Corporation or residents of the State of Rhode Island.

Section 4. Meetings. The board of directors may hold meetings, both regular and special, either within or without the State of Rhode Island. The first meeting of each newly elected board of directors shall be held at such time and place as shall be specified in a notice delivered as hereinafter provided for special meetings of the board of

directors, or as shall be specified in a written waiver signed by all of the directors. Regular meetings of the board of directors may be held without notice at such time and at such place as shall from time to time be determined by the board of directors. Special meetings of the board of directors may be called by the chief executive officer on two days' notice to each director, either personally, by mail, by telegram or other written means of communication. Special meetings shall be called by the chief executive officer or secretary in like manner and on like notice on the written request of two directors. Meetings of the directors may be held by means of a telephone conference circuit and connection to such circuit shall constitute presence at such meeting.

Section 5 . Vacancies . Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors although they may constitute less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by the board of directors for a term of office continuing only until the next election of directors by the shareholders.

Section 6 . Quorum . At all meetings of the board of directors, a majority of the number of directors fixed pursuant to *Section 2* of this Article shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by the Rhode Island business corporation act or by the articles of incorporation.

Section 7 . Directors' Consent Vote . Any action required or permitted to be taken at a meeting of the board of directors or of any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before or after such action by all of the directors, or all of the members of such committee, as the case may be.

Section 8 . Committees of Directors . The board of directors may, by vote passed by a majority of the whole board, designate one or more committees, including an executive committee, each committee to consist of two or more of the directors of the Corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Except as provided by the Rhode Island business corporation act, any such committee, to the extent provided in the resolution, shall have and may exercise all the authority of the board of directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; provided, however, that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the board of directors. Each committee shall keep regular minutes of its proceedings and report the same to the board of directors when required.

Section 9 . Compensation of Directors . The directors may be paid their expenses, if any, of attendance at each meeting of the board of directors and may be paid a fixed sum for attendance at each meeting of the board of directors or a stated salary as director. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

Section 10 . Director Nominations . Nominations of candidates for election as directors at any annual meeting of shareholders may be made (a) by, or at the direction of, a majority of the Board of Directors or (b) by any shareholder entitled to vote at such annual meeting. Only persons nominated in accordance with the procedures set forth in this Section 10 shall be eligible for election as directors at any annual meeting.

Nominations, other than those made by, or at the direction of, the Board of Directors, shall be made pursuant to timely notice in writing to the Secretary of the Corporation as set forth in this Section 10. To be timely, a shareholder's notice shall be delivered to, or mailed and received, at the principal executive offices of the Corporation not less than 60 days nor more than 150 days prior to the date of the scheduled annual meeting, regardless of postponements, deferrals, or adjournments of that meeting to a later date; provided, however, that if less than 70 days' notice or prior public disclosure of the date of the scheduled annual meeting is given or made,

notice by the shareholder to be timely must be so delivered or received not later than the close of business on the tenth day following the earlier of the day on which such notice of the date of the scheduled annual meeting was mailed or the day on which such public disclosure was made. Such shareholder's notice shall set forth (a) as to each person whom the shareholder proposes to nominate for election or re-election as a director and as to the shareholder giving the notice (i) the name, age, business address and residence address of such person, (ii) the principal occupation or employment of such person, (iii) the class and number of shares of the Corporation's capital stock which are beneficially owned by such person on the date of such shareholder notice and (iv) any other information relating to such person that is required to be disclosed in solicitations of proxies with respect to nominees for election as directors, pursuant to proxy regulations promulgated under the Securities Exchange Act of 1934, as amended; and (b) as to the shareholder giving the notice (i) the name and address as they appear on the Corporation's books, of such shareholder and any other shareholders known by such shareholder to be supporting such nominees and (ii) the class and number of shares of the Corporation's capital stock which are beneficially owned by such shareholder on the date of such shareholder notice and by any other shareholders known by such shareholder to be supporting such nominees on the date of such shareholder notice. At the request of the Board of Directors, any person nominated by, or at the direction of, the Board of Directors for election as a director at an annual or special meeting shall furnish to the Secretary of the Corporation that information required to be set forth in the shareholder's notice of nomination which pertains to the nominee.

Nothing contained in this Section 10 shall require proxy materials distributed by the management of the Corporation to include any information with respect to nominations by shareholders.

No person shall be elected as a director of the Corporation unless nominated in accordance with the procedures set forth in this Section 10. Ballots bearing the names of all the persons who have been nominated for election as directors at an annual or special meeting in accordance with the procedures set forth in this Section 10 shall be provided for use at such annual or special meeting.

The Board of Directors may reject any nomination by a shareholder that is not timely made in accordance with this Section 10 or does not satisfy any requirements of this Section 10 in any material respect.

A RTICLE IV

N OTICES

Section 1 . How Delivered . Whenever under the provisions of the Rhode Island business corporation act or of the articles of incorporation or of these by-laws written notice is required to be given to any person, such notice may be given by mail, addressed to such person at the address as it appears in the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be delivered, if mailed, at the time when the same shall be deposited in the United States mail. Notice may also be given to any director by telegram or by other written means of communication or personally.

Section 2. Waivers of Notice. Whenever any notice is required to be given under the provisions of the Rhode Island business corporation act or of the articles of incorporation or these by-laws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3 . Specification of Business . Neither the business to be transacted at, nor the purpose of, any meeting of the shareholders or members of a committee need be specified in any written waiver of notice except as otherwise herein expressly provided.

A RTICLE V

O FFICERS

Section 1 . Number . The officers of the Corporation shall be a president, a secretary, and a treasurer. The board of directors may from time to time elect or appoint such other officers, including a chairman and one or more vice presidents, assistant officers and agents and delegate and assign to them such authorities and duties, as it may deem necessary. Any two or more of the offices may be held by the same person. None of the officers need be either a shareholder or director.

Section 2. Election and Term. The officers of the Corporation shall be elected by the board of directors at its first meeting after the meeting of shareholders held for the election of directors. Each officer shall be elected to serve until his or her successor shall have been elected and shall have qualified or until such officer's earlier death, resignation or removal as hereinafter provided. Any officer or agent may be removed by the board of directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal will be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 3 . Authority and Duties . Unless the board of directors designates otherwise, the chairman shall be the chief executive officer of the Corporation, shall preside at all meetings, and shall supervise and conduct the business and affairs of the Corporation. The other officers of the Corporation shall have the powers and shall perform the duties customarily appurtenant to their respective offices, and shall have such further powers and shall perform such further duties as shall be from time to time assigned to them.

Section 4 . Vacancies . A vacancy in any office because of death, resignation, removal or otherwise may be filled by the board of directors for the unexpired portion of the term.

Section 5 . Signing of Instruments . All checks, drafts, orders, notes and other obligations of the Corporation for the payment of money, and deeds, mortgages, leases, contracts, bonds and other corporate instruments may be signed by such officer or officers of the Corporation or by such other person or persons as may from time to time be designated by general or special vote of the board of directors.

Section 6. Voting of Securities. Except as the board of directors may generally or in particular cases otherwise specify, the chief executive officer or the treasurer may on behalf of the Corporation vote or take any other action with respect to shares of stock or beneficial interest of any other corporation, or of any association, trust or firm, of which any securities are held by the Corporation and may appoint any person or persons to act as proxy or attorney-in-fact for the Corporation, with or without power of substitution, at any meeting thereof.

A RTICLE VI

C ERTIFICATES FOR S HARES

Section 1. Share Certificates. Certificates representing shares of the Corporation shall be in such form as is approved by the incorporators or by the board of directors from time to time thereafter and shall be signed by any two officers of the Corporation and shall be sealed with the seal of the Corporation or a facsimile thereof, provided that when any such certificate is countersigned by a transfer agent or by a registrar acting on behalf of the Corporation the signatures of the corporate officers and the corporate seal upon any such certificate may be facsimiles. Notwithstanding the foregoing, the board of directors may provide by resolution or resolutions that some or all of any classes of stock shall be uncertificated shares. No authorization of uncertificated shares shall affect previously issued and outstanding shares represented by certificates until such certificates shall have been surrendered to the Corporation.

Section 2. Transfer of Shares. Subject to the restrictions, if any, stated or noted on the stock certificates, or, in the event such stock is uncertificated, on the initial transaction statement or in a written notice sent to the holder of such stock, transfers of shares will be made on the books of the Corporation in the manner prescribed by law, the Articles of Incorporation and in these By-Laws. If shares of stock to be transferred are represented by certificates, transfers of such shares will be made by the surrender to the Corporation or its transfer agent of the certificate therefor properly endorsed or accompanied by a written assignment and power of attorney properly executed, with necessary transfer stamps affixed. If shares of stock to be transferred are uncertificated, such shares will be transferred upon proper instructions from the holder of such shares and in accordance with such other rules as the board of directors may impose. In each case, instructions for the transfer of shares of stock will be accompanied by such proof of authenticity of signature as the board of directors or the transfer agent of the Corporation may reasonably require.

Section 3. Registered Shareholders. Except as otherwise provided by law, the Corporation may treat the person or persons registered on the books of the Corporation (or any registrar or transfer agent acting for it) as the owner of shares and as the person or persons exclusively entitled to vote, to receive notifications and otherwise to exercise all rights and powers of an owner; and the Corporation shall not be bound to recognize any equitable or legal claim to or interest in such shares on the part of any other person.

Section 4 . Issue of New Certificates . In the event of the loss, theft or destruction of any certificates representing shares of the Corporation, the owner thereof shall be entitled to have new certificates, for the same number of shares, issued in lieu of said certificates so lost, stolen or destroyed, upon satisfactory proof of ownership and upon the giving of such bond or security to the Corporation (or any transfer agent or registrar acting for it) to indemnify it against any loss, cost, damage or expenses which may accrue to it by reason of the issue of said certificates in lieu of the certificates so lost, stolen, destroyed, as the board of directors may deem necessary.

A RTICLE VII

F ISCAL Y EAR

The fiscal year of the Corporation shall be determined by the board of directors.

A RTICLE VIII

S EAL

The corporate seal shall be in the form of a circle with the name of the Corporation, the words “Incorporated Rhode Island” and the year of its incorporation inscribed therein. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

A RTICLE IX

I NDEMNIFICATION

Section 1 . Definitions . As used herein, the following terms will have the following respective meanings:

“Covered Act” means any act or omission of an Indemnified Person in the Indemnified Person’s official capacity with the Corporation.

“Excluded Claim” has the meaning set forth in Section 4, hereof.

“Expenses” means expenses in connection with the defense against any claim for Covered Acts, including, without being limited to, legal, accounting or investigative fees and expenses.

“Indemnified Person” means any director or officer of the Corporation.

“Loss” means any amount which an Indemnified Person is legally obligated to pay for any claim for Covered Acts including, without being limited to, damages, settlements, fines, penalties or, with respect to employee benefit plans, any excise taxes or penalties.

“Proceeding” means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative.

Section 2 . Indemnification . Subject to the exclusions hereinafter set forth, the Corporation agrees that it will indemnify the Indemnified Person against and hold the Indemnified Person harmless from any Loss or Expenses.

Section 3 . Advance Payment of Expenses . The Corporation agrees that it will pay the Expenses of the Indemnified Person in advance of the final disposition of any Proceeding except to the extent that the defense of a claim against the Indemnified Person is undertaken pursuant to any directors’ and officers’ liability insurance maintained by the Corporation. The advance payment of Expenses will be subject to the Indemnified Person’s first agreeing in writing with the Corporation to repay the sums paid by it hereunder if it is thereafter determined that the Proceeding involved an Excluded Claim or that the Indemnified Person was otherwise not entitled to indemnity under this Article.

Section 4 . Exclusions . The Corporation will not be liable to pay any Loss or Expenses (an “Excluded Claim”):

(a) For which payment is actually made to or on behalf of the Indemnified Person under such directors’ and officers liability insurance policy as may be maintained by the Corporation (except for any excess beyond the amount covered by such insurance);

(b) For which the Indemnified Person is otherwise indemnified or reimbursed;

(c) With respect to a Proceeding in which a final judgment or other final adjudication determines that the Indemnified Person is liable to the Corporation for: (i) a breach of the Indemnified Person’s duty of loyalty to the Corporation or its shareholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; (iii) liability imposed pursuant to the provisions of Section 7-1.1-43 of the Rhode Island business corporation act (the “Act”); or (iv) any transaction (other than a transaction approved in accordance with Section 7-1.1-37.1 of the Act) from which the Indemnified Person derived an improper personal benefit;

(d) For an accounting of profits in fact made from the purchase or sale by the Indemnified Person of securities of the Corporation within the meaning of *Section 16* of the Securities Exchange Act of 1934, as amended; or

(e) If a final judgment or other final adjudication determines that such payment is unlawful.

Section 5 . Notice to Corporation; Insurance . Promptly after receipt by the Indemnified Person of notice of the commencement of or the threat of commencement of any Proceeding, the Indemnified Person will, if indemnification with respect thereto may be sought from the Corporation under this Article, notify the Corporation of the commencement thereof. If, at the time of the receipt of such notice, the Corporation has any directors’ and officers’ liability insurance in effect, the Corporation will give prompt notice of the commencement of such Proceeding to the insurer in accordance with the procedures set forth in the policy or policies. The Corporation will thereafter take all necessary or desirable action to cause such insurer to pay all Loss and Expenses payable as a result of such Proceeding in accordance with the terms of such policy or policies.

Section 6. Indemnification Procedures. (a) Payments on account of the Corporation’s indemnity against Loss will be subject to the Corporation’s first determining that the Loss results from a claim which is not an Excluded Claim. Such a determination will be made:

(i) By the board of directors by a majority vote of a quorum consisting of directors not at the time parties to the Proceeding; or

(ii) If a quorum cannot be obtained for purposes of clause (i) of this subparagraph (a), then by a majority vote of a committee of the board duly designated to act in the matter by a majority vote of the full board (in which designation directors who are parties to the Proceeding may participate) consisting solely of two or more directors not at the time parties to the Proceeding; or

(iii) By independent legal counsel designated: (A) by the board of directors in the manner described in clause (i) of this subparagraph (a), or by a committee of the board established in the manner described in clause (ii) of this subparagraph (a), or (B) if the requisite quorum of the full board cannot be obtained therefor and a committee cannot be so established, by a majority vote of the full board (in which designation directors who are parties to the Proceeding may participate); or

(iv) By the shareholders.

The determination required by this subparagraph (a) will be made within 60 days of the Indemnified Person’s written request for payment of a Loss, and if it is determined that the Loss is not an Excluded Claim payment will be made forthwith thereafter.

(b) Payment of an Indemnified Person’s Expenses in advance of the final disposition of any Proceeding will be made within 20 days of the Indemnified Person’s written request therefor. From time to time prior to the payment of Expenses the Corporation may, but is not required to, determine (in accordance with

subparagraph (a), above) whether the Expenses claimed may reasonably be expected, upon final disposition of the Proceeding, to constitute an Excluded Claim. If such a determination is pending, payment of the Indemnified Person's Expenses may be delayed up to 60 days after the Indemnified Person's written request therefor, and if it is determined that the Expenses are not an Excluded Claim, payment will be made forthwith thereafter.

Section 7 . Settlement . The Corporation will have no obligation to indemnify the Indemnified Person under this Article for any amounts paid in settlement of any Proceeding effected without the Corporation's prior written consent. The Corporation will not unreasonably withhold or delay its consent to any proposed settlement. The Corporation may consent to a settlement subject to the requirement that a determination thereafter will be made as to whether the Proceeding involved an Excluded Claim or not.

Section 8 . Rights Not Exclusive . The rights provided hereunder will not be deemed exclusive of any other rights to which the Indemnified Person may be entitled under the Rhode Island business corporation act, any by-law, agreement, vote of shareholders or of disinterested directors or otherwise, both as to action in the Indemnified Person's official capacity and as to action in any other capacity while holding such office, and shall continue after the Indemnified Person ceases to serve the Corporation in an official capacity.

Section 9 . Enforcement . (a) The Indemnified Person's right to indemnification hereunder will be enforceable by the Indemnified Person in any court of competent jurisdiction and will be enforceable notwithstanding that an adverse determination has been made as provided in Section 6 hereof.

(b) In the event that any action is instituted by the Indemnified Person under this Article to enforce or interpret any of the terms of this Article, the Indemnified Person will be entitled to be paid all court costs and expenses, including reasonable attorneys' fees, incurred by the Indemnified Person with respect to such action, unless the court determines that each of the material assertions made by the Indemnified Person as a basis for such action was not made in good faith or was frivolous.

Section 10 . Severability . If any provision of this Article is determined by a court to require the Corporation to perform or to fail to perform an act which is in violation of applicable law, this Article shall be limited or modified in its application to the minimum extent necessary to avoid a violation of law, and, as so limited or modified, this Article shall be enforceable in accordance with its terms.

Section 11 . Successors and Assigns . This Article will be (a) binding upon all successors and assigns of the Corporation (including any transferee of all or substantially all of its assets) and (b) binding on and inure to the benefit of the heirs, executors, administrators, and other personal representatives of an Indemnified Person. The right to indemnification hereunder will cover Loss or Expenses arising from any claims against an Indemnified Person no longer serving in an official capacity and that person's heirs, executors, administrators, and other legal representatives where the Indemnified Person was a director or officer at the time the Covered Act upon which such claims are based occurred. If the Corporation sells or otherwise transfers all or substantially all of its assets to a third party, the Corporation will, as a condition of such sale or other transfer, require such third party to assume and perform the obligations of the Corporation under this Article.

Section 12 . Amendment . This Article may be amended as provided in Article X hereof but no such amendment of this Article will adversely affect the then existing rights of an Indemnified Person hereunder.

A RTICLE X

A MENDMENTS

These by-laws may be altered, amended or repealed or new by-laws may be adopted at any annual or special meeting of the shareholders by the affirmative vote of the holders of a majority of the shares issued and outstanding and entitled to vote; provided, however, that notice of such alteration, amendment, repeal or adoption of new by-laws shall be contained in the notice of such meeting. The board of directors shall have like authority to alter, amend, repeal or adopt new by-laws by affirmative vote of a majority of the number of directors fixed as provided in these by-laws; provided, however, that any action in that respect by the board of directors may be changed thereafter by the shareholders.

**CERTIFICATION PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Albert W. Ondis, certify that:

1. I have reviewed this annual report on Form 10-K/A of Astro-Med, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and we have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report, based on our evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 29, 2008

/s/ ALBERT W. ONDIS

Albert W. Ondis
Chairman and Chief Executive Officer

**CERTIFICATION PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Joseph P. O'Connell, certify that:

1. I have reviewed this annual report on Form 10-K/A of Astro-Med, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and we have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report, based on our evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 29, 2008

/s/ JOSEPH P. O'CONNELL

Joseph P. O'Connell

Chief Financial Officer, Senior Vice President and Treasurer

**CERTIFICATION
PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF THE
SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Astro-Med, Inc. (the "Company") on Form 10-K/A for the year ended January 31, 2008, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned Chairman and Chief Executive Officer hereby certifies, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that:

- (a) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (b) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated this 29th day of May, 2008.

/s/ ALBERT W. ONDIS

Albert W. Ondis
Chairman and Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to Astro-Med, Inc. and will be retained by Astro-Med, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION
PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF THE
SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Astro-Med, Inc. (the "Company") on Form 10-K/A for the year ended January 31, 2008, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned Chief Financial Officer, Vice President and Treasurer certifies, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that:

- (a) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (b) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated this 29th day of May, 2008.

/s/ JOSEPH P. O'CONNELL

Joseph P. O'Connell
Chief Financial Officer, Senior Vice President and Treasurer

A signed original of this written statement required by Section 906 has been provided to Astro-Med, Inc. and will be retained by Astro-Med, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.