

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Wagner Gerald D</u> (Last) (First) (Middle) <u>C/O ELECTRO-OPTICAL SCIENCES, INC.</u> <u>3 WEST MAIN ST. SUITE #201</u> (Street) <u>IRVINGTON NY 10533</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ELECTRO OPTICAL SCIENCES INC /NY</u> [<u>MELA</u>]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Acting Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/24/2006</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option	\$5.87	03/24/2006 ⁽¹⁾		A		49,500		03/24/2006	03/24/2011	Common Stock	49,500	\$0.00	49,500 ⁽²⁾	D	
Stock Option	\$5.87	03/24/2006 ⁽³⁾		A		50,000		⁽³⁾	03/24/2011	Common Stock	50,000	\$0.00	50,000 ⁽²⁾	D	

Explanation of Responses:

- Date shown is the date of the grant. These options vest immediately
- Amount shown only represents the derivative securities of this class.
- Date shown is the date of the grant. These options fully vest immediately upon commencement of the pivotal trial for MelaFind.

Remarks:

/s/ Helen Rosen as attorney-in-fact for Gerald D. Wagner, Ph.D. 03/27/2006

** Signature of Reporting Person Date

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

* 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).

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

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 Number.

LIMITED POWER OF ATTORNEY FOR
SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned's hereby makes,
constitutes and appoints KAREN KRUMEICH AND HELEN ROSEN as the
undersigned's true and lawful attorney-in-fact, with full power and
authority as hereinafter described on behalf of and in the name, place
and
stead of the undersigned to:

(1) prepare, execute,
acknowledge,
deliver and file Forms 3, 4, and 5 (including any amendments
thereto) with
respect to the securities of ELECTRO-OPTICAL SCIENCES,
INC., a Delaware
corporation (the "Company"), with the United States
Securities and Exchange
Commission, any national securities exchanges and
the Company, as
considered necessary or advisable under Section 16(a) of
the Securities
Exchange Act of 1934 and the rules and regulations
promulgated thereunder,
as amended from time to time (the "Exchange
Act");

(2) seek or obtain,
as the undersigned's representative and
on the undersigned's behalf,
information on transactions in the Company's
securities from any third
party, including brokers, employee benefit plan
administrators and
trustees, and the undersigned hereby authorizes any
such person to release
any such information to the undersigned and
approves and ratifies any such
release of information; and

(3) perform any and all other acts which
in the discretion of such
attorney-in-fact are necessary or desirable for
and on behalf of the
undersigned in connection with the foregoing.

The
undersigned
acknowledges that:

(1) this Power of Attorney authorizes,
but does
not require, such attorney-in-fact to act in their discretion on
information provided to such attorney-in-fact without independent
verification of such information;

(2) any documents prepared
and/or
executed by such attorney-in-fact on behalf of the undersigned
pursuant to
this Power of Attorney will be in such form and will contain
such
information and disclosure as such attorney-in-fact, in his or her
discretion, deems necessary or desirable;

(3) neither the Company
nor
such attorney-in-fact assumes (i) any liability for the undersigned's
responsibility to comply with the requirement of the Exchange Act, (ii)
any
liability of the undersigned for any failure to comply with such

requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and

(4) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants the foregoing attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 9th day of August, 2005.

/s/ Gerald
D. Wagner

Signature

Gerald D. Wagner

Print
Name

STATE OF New York
COUNTY OF Westchester

On this 9th day of August, 2005, Gerald D. Wagner personally appeared before me, and acknowledged that he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto

set my hand and official seal.

/s/ William R. Bronner

Notary Public

My Commission Expires: Sept 28, 2009