



Common

4,631,942

**Explanation for filing of Amendment:**

Correction of the language in Item # 3 in order to conform to the prescribed language, properly reflecting the required Item 307 information of Regulation S-B.

---

---

**Item # 3**

Disclosure Controls and Procedures

As of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of our management, including the Chief Executive Officer and President and the Chief Financial Officer, of the effectiveness of the design and operation of the disclosure controls and procedures.

Based upon this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, our disclosure controls and procedures were effective and that there were no changes to our Company's internal control over financial reporting that have materially affected, or is reasonably likely to materially affect the Company's internal control over financial reporting during the period covered by the Company's quarterly report.

Exhibits Description of Exhibit

33.1 SEC Section 302 Certification - CEO certification

33.2 SEC Section 302 Certification - CFO certification

- 2 -

---

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on his behalf by the undersigned thereunto duly authorized.

HYDROMER, INC.

/s/ Robert Y. Lee  
Robert Y. Lee  
Chief Financial Officer

DATE: May 19, 2006

- 3 -

---