



CODE OF ETHICS AND BUSINESS CONDUCT FOR OFFICERS, DIRECTORS, AND EMPLOYEES

This Code of Ethics and Business Conduct for Officers (the “Code”), Directors and Employees of American Bio Medica Corporation (the “Company”) has been adopted by the Board of Directors of the Company to promote honest and ethical conduct, proper disclosure of financial information in our periodic reports and compliance with all applicable laws, rules and regulations governing our operations.

The Company believes that in order to achieve compliance with the Code, it must apply to, and be adhered to, by not only our Senior Officers (i.e. our Chief Executive Officer, Chief Financial Officer and Executive Vice President(s)) but also all of our Officers, Directors and Employees. Please note that other Company documents provide additional standards to which Officers, Directors and Employees must adhere. This Code does not create any contract between the Company and its Employees and should not be construed or applied to grant any rights to continued employment to any Employee.

ETHICAL STANDARDS

Use Integrity.

All Officers, Directors and Employees shall adhere to standards of honesty, accuracy, integrity and truthfulness and shall not knowingly disseminate false or misleading information.

Promote a positive work environment.

The Company respects cultural diversity and will not tolerate harassment or discrimination of any kind, including but not limited to harassment or discrimination due to race, color, religion, gender, age, national origin, and/or disability. Please refer to the Company Handbook for more information concerning the Company’s policy on harassment and discrimination.

Accurate and complete record keeping.

The Company must maintain accurate and complete financial records. Transactions between the Company and outside individuals and organizations must be promptly and accurately entered in the Company books in accordance with generally accepted accounting practices and principles.

Adhere to and obey the law.

The Company will conduct its business in accordance with all applicable laws and regulations. Every Officer, Director and Employee of the Company is responsible for compliance with environmental, health and safety laws and regulations. Compliance with the law is a minimum, absolutely essential condition for performance of duties on behalf of the Company. In conducting business, all Officers, Directors and Employees shall:

1. *Strictly adhere to all antitrust laws.* Our Officers, Directors and Employees must strictly adhere to all antitrust laws in the United States and in any other countries where the Company may conduct business. These laws prohibit practices such as price fixing and boycotting suppliers or customers. They also prohibit: pricing that is intended to run a competitor out of business; disparaging, misrepresenting, or harassing a competitor; stealing trade secrets; bribery; and kickbacks.

2. *Strictly comply with all securities laws.* In our role as a publicly owned and traded company, we must always be alert to and comply with securities laws and regulations of the United States and other countries.

3. *Do not engage in speculative or insider trading.* Federal law and Company policy prohibits officers, directors and employees, directly or indirectly through their families or others, from purchasing or selling company stock while in the possession of material, non-public information concerning the Company. Senior Officer and Directors must comply with the Company's window policy.

Material, non-public information is any information that could reasonably be expected to affect the price of a stock.

To help protect you in this area:

Don't use non-public information for personal gain; and

Don't pass along such information to someone else who has no need to know.

Please contact our Compliance Officer, Melissa Waterhouse, at 518-758-8158, Extension 107, or by e-mail at mdwaterhouse@abmc.com, with any questions concerning these issues.

Ethically handle any actual or apparent conflicts of interest between personal and professional relationships.

The Company's Officers, Directors and Employees have an obligation to give their complete loyalty to the best interests of the Company. They should avoid any action that may involve, or may appear to involve, an undisclosed conflict of interest with the Company. Officers, Directors and Employees should not have any undisclosed financial or other business relationships with suppliers, customers or competitors that might impair, or even appear to impair, the

independence of any judgment they may need to make on behalf of the Company.

Examples of potential conflicts of interest that must be disclosed include:

- Employment by a competitor, or potential competitor, regardless of the nature of the employment, while employed by the Company.
- Acceptance of gifts, payment, or services from those seeking to do business with the Company.
- Ownership of, or substantial interest in, a company that is a competitor, client or supplier.
- Acting as a consultant to any of the Company's customers, clients or suppliers.

Taking personal advantage of business opportunities in which the Company might wish to invest. Officers, Directors and Employees are under a continuing obligation to disclose any situation that presents the possibility of a conflict or disparity of interest between the Officer, Director or Employee and the Company. Senior Officers and Directors should report potential conflicts of interest to the Board of Directors. Other Officers and Employees should report such conflicts to their supervisor.

Maintain and foster the integrity of consultants, agents and representatives.

Business integrity is a key standard for the selection and retention of those who represent the Company. Agents, representatives and consultants must certify their willingness to comply with the Company's policies and procedures and must never be retained to circumvent our values and principles.

Protect the Company's, and others' proprietary information.

Proprietary Company information may not be disclosed to anyone without proper authorization. Keep proprietary documents protected and secure. In the course of normal business activities, suppliers, customers and competitors may sometimes divulge to you information that is proprietary to their business. Respect these confidences as well.

Obtain and use the Company's assets wisely.

Personal use of Company property must always be in accordance with corporate policy. Proper use of Company property, information resources, material, facilities and equipment is your responsibility. Use and maintain these assets with the utmost care and respect, guarding against waste and abuse, and never borrow or remove Company property without your supervisor's permission.

Obey the law and use common sense in political contributions and activities.

The Company encourages Officers, Directors and Employees to become involved in civic affairs and to participate in the political process. Employees must

understand, however, that their involvement and participation must be on an individual basis, on their own time and at their own expense. In the United States, federal law prohibits corporations from donating corporate funds, goods, or services, directly or indirectly, to candidates for federal offices -- this includes employees' work time. Local and state laws also govern political contributions and activities as they apply to their respective jurisdictions.

ETHICAL STANDARDS FOR SENIOR OFFICERS AND DIRECTORS

Provide, or cause to be provided, full, fair, accurate, timely and understandable disclosure in reports and documents filed with the Securities and Exchange Commission (the "SEC") and in other public communications made by the Company.

The Company is required to file various periodic reports with the SEC. The Company is committed to providing full, fair, accurate, timely and understandable disclosure in periodic reports and documents that the Company files, or submits to, the SEC and applicable exchange commissions and in other public communications made by the Company. Specifically, the Company shall:

(i) maintain accurate books and records that fully, fairly and accurately reflect the Company's financial information and reporting of transactions;

(ii) ensure that the financial statements and other financial information included in periodic reports is prepared in accordance with generally accepted accounting principles and fairly presents in all material respects the financial condition, results of operations and cash flows of the Company;

(iii) maintain disclosure controls and procedures designed to ensure that material information relating to the Company is made known to management, particularly during the periods in which the Company's periodic reports are being prepared;

(iv) maintain internal controls and procedures for financial reporting designed to provide reasonable assurances that the Company's financial statements are fairly presented in conformity with generally accepted accounting principles;

(v) prohibit the establishment of any undisclosed or unrecorded funds or assets;

(vi) disclose material off-balance sheet transactions in compliance with applicable laws and regulations; and

(vii) otherwise present information in a clear and orderly manner and when possible, use plain English in the Company's periodic reports.

The Chief Executive Officer and Chief Financial Officer will certify to the accuracy of reports filed with the SEC in accordance with the Sarbanes-Oxley Act of 2002. Officers and Directors who knowingly or willingly make false

certifications may be subject to criminal penalties or sanctions including fines and imprisonment.

WAIVERS OF THE CODE

The Company may waive application of the policies set forth in this Code only when circumstances warrant granting a waiver, and then only in conjunction with any appropriate monitoring of the particular situation. Changes to or waivers of this Code may be made only by the Board of Directors or the Audit Committee of the Board and will be disclosed as required under applicable law and regulations.

COMPLIANCE WITH CODE

This Code shall be distributed to all Officers, Directors and Employees. The Senior Officers shall acknowledge and certify their ongoing compliance with this Code annually and file a copy of such certification with the Company's Administrator of Corporate Compliance, or equivalent.

All individuals, other than Senior Officers as noted above, shall acknowledge and certify their compliance with the Code upon receipt and review of the Code. Further acknowledgement and compliance is only needed from these individuals upon any modification of the Code.

REPORTING ANY ILLEGAL OR UNETHICAL BEHAVIOR/ENFORCEMENT

Each, Officer, Director and Employee has a duty to adhere to this Code and all existing Company policies and to report to the Company any suspected violations in accordance with applicable procedures.

Officers, Directors and Employees are required to report violations of the Code by Senior Officers or Directors, or the Compliance Officer, to the Audit Committee.

All other violations of the Code should be reported to the Compliance Officer, Melissa Waterhouse, at 518-758-8158, Extension 107, or by e-mail at mdwaterhouse@abmc.com.

It is the policy of the Company not to allow retaliation for reports of violations of this Code or reports of any other illegal or unethical behavior by any individual made in good faith. All Officers, Directors and Employees are expected to cooperate in internal investigations of misconduct.

The Company's Audit Committee and the Compliance Committee are empowered to enforce this Code. The Audit Committee will report to the Board of Directors at least once each year regarding the general effectiveness of: the Company's Code, the Company's controls and reporting procedures and the Company's business conduct.

DISCIPLINARY MEASURES

Pursuant to procedures adopted by it, the Audit Committee shall determine, after an appropriate investigation, whether violations of the Code by Senior Officers and Directors have occurred and, if so, shall determine the disciplinary measures to be taken against the violator. Similarly, the Compliance Committee will determine whether violations of the Code by other Officers and Employees have occurred and, if so, shall determine the disciplinary measures to be taken against the violator. Neither Committee shall be required to hold hearings or similar proceedings.

The disciplinary measures, which may be invoked at the discretion of the Audit Committee or the Compliance Committee, include, but are not limited to, counseling, oral or written reprimands, warnings, probation or suspension without pay, demotions, reductions in salary, termination of employment and restitution.

Persons who may be subject to disciplinary measures include, in addition to the violator, (i) persons who fail to use reasonable care to detect a violation, (ii) persons who if requested to divulge information withhold material information regarding a violation, and (iii) supervisors who approve or condone the violations or attempt to retaliate against Officers, Directors or Employees or other for reporting violations or violators.

As adopted by the Board of Directors, as of this 15th day of July 2003.

Attested by:

/s/ Melissa A. Waterhouse
Melissa A. Waterhouse
Corporate Secretary
Administrator, Corporate Compliance
Compliance Officer



Acknowledgement of Receipt of
and Certification of Compliance with

CODE OF ETHICS AND BUSINESS CONDUCT
FOR OFFICERS, DIRECTORS, AND EMPLOYEES OF
AMERICAN BIO MEDICA CORPORATION

I, _____, acknowledge that I have received the Code of Ethics and Business Conduct (the "Code") for American Bio Medica Corporation. I further acknowledge that I have read and understand the Code.

I hereby agree to comply with any and all provisions of the Code.

Print name

Sign name

Date: _____