

BIOENVISION INC
Form 4
July 11, 2007

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GENZYME CORP

(Last) (First) (Middle)

C/O GENZYME CORPORATION, 500 KENDALL STREET

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BIOENVISION INC [BIVN]

3. Date of Earliest Transaction
(Month/Day/Year)
07/10/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 07/10/2007 | | P | (A) V Amount 8,706,644 (1) | (D) Price \$ 5.6 | 8,706,644 (1) D | |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Series A Convertible Participating Preferred Stock | (2) (3) | 07/10/2007 | | P | 2,250,000 | (2)(3) (2)(3) | Common Stock | (2) (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GENZYME CORP C/O GENZYME CORPORATION 500 KENDALL STREET CAMBRIDGE, MA 02142 | | X | | |
| Wichita Bio CORP C/O GENZYME CORPORATION 500 KENDALL STREET CAMBRIDGE, MA 02142 | | X | | |

Signatures

/s/ Peter Wirth, Chief Legal Officer & Executive Vice President
 07/10/2007
 **Signature of Reporting Person Date

/s/ Peter Wirth, Secretary & Vice President
 07/10/2007
 **Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Includes 123,114 shares of Common Stock (hereinafter defined) tendered by notice of guaranteed delivery in conjunction with a tender offer by Wichita Bio Corporation ("Wichita Bio") for (i) all of the issued and outstanding common stock, \$0.001 par value per share (the "Common Stock") of Bioenvision, Inc. ("Bioenvision") including all rights to purchase Series A Junior Participating Preferred Stock and (ii) all of the issued and outstanding shares of Series A Convertible Participating Preferred Stock, par value \$0.001 per share (the "Series A Preferred Stock") of Bioenvision.

Shares of Series A Preferred Stock are convertible into Common Stock from the date of issuance, May 8, 2002, and any time thereafter.
 (2) The conversion price of Series A Preferred Stock is equal to \$1.50 per share of Common Stock, subject to adjustment upon the occurrence of certain events set forth in the Certificate of Designations for the Series A Preferred Stock.

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- The number of shares of Common Stock issuable upon conversion of the Series A Preferred Stock will be such number equal to the quotient obtained from dividing the then applicable liquidation amount of the share of Series A Preferred Stock by the then applicable conversion price as set forth in the Certificate of Designations for the Series A Preferred Stock. On July 10, 2007, the 2,250,000 shares of Series A Preferred Stock were convertible into 4,500,000 shares of Common Stock.
- (3)
 - (4) The price paid for each share of Series A Preferred Stock equals \$11.20 plus the accrued but unpaid dividends up to, and including, July 10, 2007 (approximately \$0.03 per share).

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

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