

WOOD CHRISTOPHER B
Form 5
August 12, 2005

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
WOOD CHRISTOPHER B

(Last) (First) (Middle)

C/O BIOENVISION, INC., 345
PARK AVENUE, 41ST. FLOOR

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
06/30/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|------------|-----------------------|--|--|---|
| Common Stock, par value \$.001 per share | 12/08/2004 | | S4 | 20,000 | D | \$ 7.94 <u>(1)</u> | 2,254,905 | D | |
| Common Stock, par value \$.001 per share | 12/09/2004 | | S4 | 10,000 | D | \$ 7.87 <u>(1)</u> | 2,254,905 | D | |
| | 12/13/2004 | | S4 | 35,000 | D | | 2,254,905 | D | |

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| | | | | | | | | | | |
|---|------------|---|----|-------|---|--------------------------|-----------|---|--|---|
| Common Stock, par value \$.001 per share | | | | | | \$ 8.25 <u>(1)</u> | | | | |
| Common Stock, par value \$.001 per share | 03/23/2005 | Â | P4 | 5,000 | A | \$ 5.6 | 2,254,905 | D | | Â |
| Common Stock, par value \$.001 per share | 07/08/2005 | Â | S4 | 5,000 | D | \$ 7.79 | 2,254,905 | D | | Â |

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

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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 Underlying Securities (Instr. 3 and 4) | | |
|---|--|---|---|--------------------------------------|--|--|---------------------|--|--------|-------------------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to purchase Common Stock | \$ 8.17 | 01/06/2005 | Â | A4 | 48,750 | Â | 01/06/2005 | 01/16/2015 | Common | 48,750 |
| Option to purchase Common Stock | \$ 8.17 | 01/06/2005 | Â | A4 | 48,750 | Â | 01/06/2006 | 01/16/2015 | Common | 48,750 |
| Option to purchase Common Stock | \$ 8.17 | 01/06/2005 | Â | A4 | 48,750 | Â | 01/06/2007 | 01/16/2015 | Common | 48,750 |
| Option to purchase Common Stock | \$ 8.17 | 01/06/2005 | Â | A4 | 48,750 | Â | 01/06/2008 | 01/16/2015 | Common | 48,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WOOD CHRISTOPHER B C/O BIOENVISION, INC., 345 PARK AVENUE, 41ST. FLOOR NEW YORK, NY 10154 | X | | Chairman, CEO | |

Signatures

/s/ Christopher B. Wood, M.D. 08/12/2005

__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).
- (1) This is the market price at which these shares were sold.

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