

LUCI DAVID P
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 *
LUCI DAVID P

(Last) (First) (Middle)

C/O BIOENVISION, INC., 345
PARK AVE., 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)
CFO, General Counsel

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)		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)
				(A) Amount	or (D) Price			
Common Stock, par value \$.001 per share	11/24/2004	^	M4	33,946	A \$ 0.735	369,054	D	^
Common Stock, par value \$.001 per	12/30/2004	^	S4	10,000	A \$ 9 ⁽¹⁾	369,054	D	^

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share

Common
Stock, par
value
\$.001 per
share

01/03/2005 Â S4 23,946 A \$ 8.81
(1) 369,054 D Â

Common
Stock, par
value
\$.001 per
share

01/07/2005 Â M4 246,054 A \$ 0.735 369,054 D Â

Common
Stock, par
value
\$.001 per
share

04/22/2005 Â M4 110,000 A \$ 0.735 369,054 D Â

Common
Stock, par
value
\$.001 per
share

03/23/2005 Â P4 5,000 A \$ 5.6 369,054 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 Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Option to purchase Common Stock	\$ 0.735	11/24/2004	Â	M4	Â	33,946	03/31/2003	03/13/2013	Common Stock
Option to purchase Common Stock	\$ 0.735	01/07/2005	Â	M4	Â	246,054	03/31/2004	03/13/2013	Common Stock
Option to purchase	\$ 0.735	11/24/2004	Â	M4	Â	110,000	03/31/2004	03/13/2013	Common Stock

