

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
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)	(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	11/24/2004	^	M4	33,946	A	\$ 0.735	369,054	D	^
Common Stock, par value \$.001 per share	12/30/2004	^	S4	10,000	A	\$ 9 ⁽¹⁾	369,054	D	^

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share

Common
Stock, par
value 01/03/2005 $\hat{\text{A}}$ S4 23,946 A $\frac{\$ 8.81}{(1)}$ 369,054 D $\hat{\text{A}}$
\$.001 per
share

Common
Stock, par
value 01/07/2005 $\hat{\text{A}}$ M4 246,054 A \$ 0.735 369,054 D $\hat{\text{A}}$
\$.001 per
share

Common
Stock, par
value 04/22/2005 $\hat{\text{A}}$ M4 110,000 A \$ 0.735 369,054 D $\hat{\text{A}}$
\$.001 per
share

Common
Stock, par
value 03/23/2005 $\hat{\text{A}}$ P4 5,000 A \$ 5.6 369,054 D $\hat{\text{A}}$
\$.001 per
share

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

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(9-02)

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	Title
Option to purchase Common Stock	\$ 0.735	11/24/2004	$\hat{\text{A}}$	M4	$\hat{\text{A}}$	33,946	03/31/2003	03/13/2013	Common Stock
Option to purchase Common Stock	\$ 0.735	01/07/2005	$\hat{\text{A}}$	M4	$\hat{\text{A}}$	246,054	03/31/2004	03/13/2013	Common Stock
Option to purchase	\$ 0.735	11/24/2004	$\hat{\text{A}}$	M4	$\hat{\text{A}}$	110,000	03/31/2004	03/13/2013	Common Stock

Common Stock									
Option to purchase Common Stock	\$ 8.17	01/06/2005	Â	A4	40,000	Â	01/06/2005	01/06/2015	Common Stock
Option to purchase Common Stock	\$ 8.17	01/06/2005	Â	A4	40,000	Â	01/06/2006	01/06/2015	Common Stock
Option to purchase Common Stock	\$ 8.17	01/06/2005	Â	A4	40,000	Â	01/06/2007	01/06/2015	Common Stock
Option to purchase Common Stock	\$ 8.17	01/06/2005	Â	A4	40,000	Â	01/06/2008	01/06/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUCI DAVID P C/O BIOENVISION, INC. 345 PARK AVE., 41ST. FLOOR NEW YORK,, NY 10154	Â	Â	Â CFO, General Counsel	Â

Signatures

/S/ David P. 08/12/2005
Luci

 Date
**Signature of Reporting Person

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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