

BIOENVISION INC
Form 4
November 03, 2006

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 *
SCO CAPITAL PARTNERS LLC

(Last) (First) (Middle)

1285 AVENUE OF THE AMERICAS, 35TH FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
____ Officer (give title below)
____ 10% Owner
____ 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/01/2006		X		1,200,000	A	\$ 1.25
					6,321,613	D (2)	
Common Stock	11/01/2006		X		150,000	A	\$ 1.25
					150,000	I	
Common Stock	11/01/2006		X		150,000	A	\$ 1.25
					150,000	I	
Common Stock	11/01/2006		X		90,000	A	\$ 1.25
					90,000	I	

By Chloe H. Rouhandeh Trust

By Sophie C. Rouhandeh Trust

By SCO

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Stock					1.25				Securities, LLC
Common Stock	11/01/2006	X	272,232 (3)	D	\$ 5.51	6,049,381	D (2)		
Common Stock	11/01/2006	X	34,029 (3)	D	\$ 5.51	115,971	I		By Chloe H. Rouhandeh Trust
Common Stock	11/01/2006	X	34,029 (3)	D	\$ 5.51	115,971	I		By Sophie C. Rouhandeh Trust
Common Stock	11/01/2006	X	20,417 (3)	D	\$ 5.51	69,583	I		By SCO Securities, LLC

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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Stock Purchase Warrant	\$ 1.25	11/01/2006		X	1,200,000	(1) 11/16/2006	Common Stock 1,200,000
Stock Purchase Warrant	\$ 1.25	11/01/2006		X	150,000	(1) 11/16/2006	Common Stock 150,000
Stock Purchase Warrant	\$ 1.25	11/01/2006		X	150,000	(1) 11/16/2006	Common Stock 150,000
Stock Purchase	\$ 1.25	11/01/2006		X	90,000	(1) 11/16/2006	Common Stock 90,000

Warrant

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCO CAPITAL PARTNERS LLC 1285 AVENUE OF THE AMERICAS 35TH FLOOR NEW YORK, NY 10019		X		
Rouhandeh Steven H C/O SCO CAPITAL PARTNERS LLC 1285 AVENUE OF THE AMERICAS, 35TH FLOOR NEW YORK, NY 10019		X		

Signatures

/s/Steven H. Rouhandeh	11/03/2006
__Signature of Reporting Person	Date
SCO Capital Partners LLC, by Steven H. Rouhandeh, Chairman	11/03/2006
__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) Warrants are fully exercisable.
- (2) Directly by SCO Capital Partners LLC.
- (3) Shares disposed of pursuant to cashless exercise of warrant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.