

BIOPHAN TECHNOLOGIES INC  
Form NT 10-K  
May 29, 2008

**UNITED STATES**

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

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

(Check One):  Form 10-K and Form 10-KSB  Form 20-F   
Form 11-K  
 Form 10-Q  Form N-SAR  Form N-CSR

For Period Ended: February 29, 2008

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended:  
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OMB  
APPROVAL

OMB Number:

3235-0058

Expires:  
April 30, 2009  
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2.50

SEC File No.  
**000-26057**

CUSIP NO.  
**09064V105**

*Read Instruction (on back page) Before Preparing Form. Please Print or Type*  
**Nothing in this form shall be construed to imply that the Commission has  
verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:  
  
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PART I  
REGISTRANT INFORMATION

**Biophan Technologies, Inc.**

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Full Name of Registrant

N/A

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Former Name if Applicable

**15 Schoen Place**

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Address of Principal Executive Office (Street and Number)

**Pittsford, New York 14534**

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City, state and zip code

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**PART II**  
**RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- x (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- x (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR, or Form N-CSR or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- o (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III**  
**NARRATIVE**

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Our Annual Report on Form 10-K for the period ended February 29, 2008 cannot be filed within the prescribed time period because management has not been able to finalize, without unreasonable effort or expense, information and documents required for the completion of the audit of the Company's financial statements for the year ending February 29, 2008, by May 29, 2008. We expect to file the Form 10-K as soon as reasonably practicable following the prescribed due date and within the time period permitted by Rule 12b-25.

*Cautionary Note Regarding Forward Looking Statements*

Statements made in this Form 12b-25, as well as statements made by us in periodic filings with governmental entities, press releases and other public communications, that reflect management's current assumptions and estimates of future performance may contain forward-looking statements to future events or future financial performance that involves risks and uncertainties. These statements are made pursuant to the safe harbor provisions of Section 21E of the Securities Exchange Act of 1934. These statements are only predictions and actual results could differ materially from those anticipated in these statements based upon a number of factors including those uncertainties and risk factors detailed from time to time in reports filed by us with the Securities and Exchange Commission, including our most recent reports on Forms 10-K and 10-Q.

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**PART IV  
OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification

Robert J. Wood, CFO	<b>585</b>	<b>267-4800</b>
(Name)	(Area Code)	(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes  No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes  No

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If so: attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Biophan, Technologies, Inc.  
(Name of Registrant as Specified in Charter)

Has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 29, 2008

By:

*/s/ Robert J. Wood*

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Robert J. Wood  
Chief Financial Officer

**ATTENTION**

Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

