LUCI DAVID P Form 5

August 12, 2005 FORM 5

#### **OMB APPROVAL**

**OMB** 

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

3235-0362 Number: January 31, Expires:

2005

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Ad	•	ing Person *	2. Issuer Name and Ticker or Trading Symbol BIOENVISION INC [BIVN]	5. Relationship of Reporting Person(s) to Issuer			
(Last)  C/O BIOENV PARK AVE.	· · · · · · · · · · · · · · · · · · ·		3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 06/30/2005	(Check all applicable)  Director 10% OwnerX Officer (give title Other (specify below)			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting  (check applicable line)			

NEW YORK,, NYÂ 10154

\_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting

						2 22222				
(City)	(State)	(Zip) Tab	ole I - Non-De	rivative Secu	ırities	Acquire	d, Disposed of,	or Beneficiall	y 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)		Securities Owners Beneficially Form: Owned at end Direct (of Issuer's or Indirect Fiscal Year (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
C				Amount	or (D)	Price	(Instr. 3 and 4)	(Instr. 4)		
Common Stock, par value \$.001 per share	11/24/2004	Â	M4	33,946	A	\$ 0.735	369,054	D	Â	
Common Stock, par value \$.001 per	12/30/2004	Â	S4	10,000	A	\$ 9 (1)	369,054	D	Â	

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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			Persons w	mation	SEC 2270				

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

securities beneficially owned directly or indirectly.

contained in this form are not required to respond unless

the form displays a currently valid OMB control number.

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 A Underlying S (Instr. 3 and 4
							Date Exercisable	Expiration Date	Title
					(A)	(D)			
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

(9-02)

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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.	â	â	CFO, General Counsel	â				
345 PARK AVE., 41ST. FLOOR	Α	А	A Cro, General Counsel	А				
NEW YORKÂ NYÂ 10154								

## **Signatures**

/S/ David P.
Luci

\*\*Signature of Reporting Person

08/12/2005

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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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