

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) 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 share	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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(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	
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

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

\_\_Signature of                      Date  
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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