

WOOD CHRISTOPHER B  
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 \*  
**WOOD CHRISTOPHER B**

(Last) (First) (Middle)

**C/O BIOENVISION, INC., 345  
PARK AVENUE, 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)  
Chairman, CEO

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)
Common Stock, par value \$.001 per share	12/08/2004		S4	20,000 D	\$ 7.94 (1) 2,254,905	D	
Common Stock, par value \$.001 per share	12/09/2004		S4	10,000 D	\$ 7.87 (1) 2,254,905	D	
	12/13/2004		S4	35,000 D	2,254,905	D	

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Common Stock, par value \$.001 per share						\$ 8.25 <u>(1)</u>				
Common Stock, par value \$.001 per share	03/23/2005	Â	P4	5,000	A	\$ 5.6	2,254,905	D		Â
Common Stock, par value \$.001 per share	07/08/2005	Â	S4	5,000	D	\$ 7.79	2,254,905	D		Â

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

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**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 Underlying Securities (Instr. 3 and 4)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase Common Stock	\$ 8.17	01/06/2005	Â	A4	48,750	Â	01/06/2005	01/16/2015	Common	48,750
Option to purchase Common Stock	\$ 8.17	01/06/2005	Â	A4	48,750	Â	01/06/2006	01/16/2015	Common	48,750
Option to purchase Common Stock	\$ 8.17	01/06/2005	Â	A4	48,750	Â	01/06/2007	01/16/2015	Common	48,750
Option to purchase Common Stock	\$ 8.17	01/06/2005	Â	A4	48,750	Â	01/06/2008	01/16/2015	Common	48,750

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOOD CHRISTOPHER B C/O BIOENVISION, INC., 345 PARK AVENUE, 41ST. FLOOR NEW YORK, NY 10154	X		Chairman, CEO	

## Signatures

/s/ Christopher B. Wood, M.D. 08/12/2005

\_\_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) This is the market price at which these shares were sold.

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