

BIOVERIS CORP

Form 4

June 28, 2007

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WOHLSTADTER SAMUEL J**

(Last) (First) (Middle)

**C/O BIOVERIS  
CORPORATION, 16020  
INDUSTRIAL DRIVE**

(Street)

**GAITHERSBURG, MD 20877**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**BIOVERIS CORP [BIOV]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/26/2007**

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)

Chief Executive Officer

6. Individual or Joint/Group Filing(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 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	06/26/2007		D <sup>(1)</sup>	5,027,878	D \$ 21.5	0	D
Series B Preferred Stock	06/26/2007		D <sup>(2)</sup>	1,000	D <u>2</u>	0	D
Restricted Stock	06/26/2007		D <sup>(3)</sup>	237,559	D \$ 21.5	0	D

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

**Persons who respond to the collection of  
information contained in this form are not**

SEC 1474  
(9-02)

required to respond unless the form displays a currently valid OMB control number.

**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 or Number of Shares
Stock Option (Right to Buy)	\$ 7.84 <sup>(4)</sup>	06/26/2007		D <sup>(5)</sup>	282,000	06/26/2007 <sup>(6)</sup>	Common Stock 282,000
Stock Option (Right to Buy)	\$ 7.84 <sup>(4)</sup>	06/26/2007		D <sup>(5)</sup>	50,000	06/26/2007 <sup>(6)</sup>	Common Stock 50,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOHLSTADTER SAMUEL J C/O BIOVERIS CORPORATION 16020 INDUSTRIAL DRIVE GAITHERSBURG, MD 20877	X	X	Chief Executive Officer	

## Signatures

/s/ Samuel J. Wohlstadter 06/26/2007

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).

- Disposed of pursuant to the Agreement and Plan of Merger ("merger agreement"), dated as of April 4, 2007, among the Issuer, Roche Holding Ltd and Lili Acquisition Corporation, in exchange for the right to receive \$21.50 in cash, without interest, per share of Common Stock of the Issuer held by the reporting person.
- (1) Disposed of pursuant to the Transaction Agreement, by and between Samuel J. Wohlstadter and Roche Holding Ltd, dated as of April 4, 2007, in exchange for \$2,750,000 in cash.

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- (3) These restricted stock awards were cancelled pursuant to the merger agreement in exchange for the right to receive a cash payment equal to the product of the number of shares of Common Stock subject to the restricted stock award multiplied by \$21.50.
- (4) The amount set forth in the "Conversion or Exercise Price of Derivative Security" column is calculated based upon the average exercise price per share of the options outstanding held by the reporting person.
- (5) These options were cancelled pursuant to the merger agreement in exchange for the right to receive a cash payment equal to the product of the number of shares subject to such option multiplied by the excess, if any, of (a) \$21.50 per share over (b) the exercise price of such option.
- (6) All options expire after June 26, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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