

BIOENVISION INC

Form 3

August 22, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â EDELMAN JOSEPH

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

08/17/2007

3. Issuer Name and Ticker or Trading Symbol
BIOENVISION INC [BIVN]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

____ Director ☒ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

C/O FIRST NEW YORK
SECURITIES, LLC,Â 850
THIRD AVENUE, 8TH FLOOR

(Street)

NEW YORK,Â NYÂ 10022

(City)

(State)

(Zip)

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 Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)Common Stock ⁽¹⁾6,287,000 ⁽²⁾

I

See footnote ⁽²⁾Common Stock ⁽¹⁾376,083 ⁽³⁾

I

See footnote ⁽³⁾

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) |
|---------------------|--------------------|-------|----------------------------------|------------------------------------|---|
| | | | | | |

(Instr. 4)

(Instr. 5)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EDELMAN JOSEPH C/O FIRST NEW YORK SECURITIES, LLC 850 THIRD AVENUE, 8TH FLOOR NEW YORK, NY 10022 | Â | Â X | Â | Â |
| PERCEPTIVE LIFE SCIENCES MASTER FUND LTD 5437 CONNECTICUT AVE NW STE 100 WASHINGTON, DC 20015 | Â | Â X | Â | Â |
| PERCEPTIVE ADVISORS LLC C/O FIRST NEW YORK SECURITIES, LLC 850 THIRD AVENUE, 8TH FLOOR NEW YORK, NY 10022 | Â | Â X | Â | Â |
| Bradley Scott PERCEPTIVE ADVISORS LLC 499 PARK AVENUE, 25TH FLOOR NEW YORK, NY 10022 | Â | Â X | Â | Â |

Signatures

/s/ James Mannix, attorney
in fact 08/22/2007

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 Form 3 is being filed by Joseph Edelman, Scott Bradley, Perceptive Life Science Master Fund Ltd. ("Master Fund") and Perceptive Advisors LLC ("Advisors").

This amount reflects the amount of securities held by Master Fund immediately following the transactions requiring the filing of this statement. Mr. Edelman is the managing member of Advisors, which in turn serves as the investment manager of Master Fund. In accordance with Instruction 5(b)(iv) of Form 3, the entire amount of the Issuer's securities held by Master Fund is reported herein. Each of Mr. Edelman, Mr. Bradley and Advisors disclaims, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of his/its indirect pecuniary interest therein, and this report shall not be deemed an admission that Mr. Edelman, Mr. Bradley or Advisors is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

- (3) This amount reflects the amount of securities held in an account of First New York Trading, LLC immediately following the transactions requiring the filing of this statement, over which Mr. Edelman has sole voting and dispositive power. (Mr. Edelman and Mr. Bradley each disclaims, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of his indirect pecuniary interest therein, and this report shall not be deemed an admission that Mr. Edelman or Mr. Bradley is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.)

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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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