BIOENVISION INC
Form 4
December 23, 2004

FORM 4

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PEARL FRANK H

(Last) (First) (Middle)

2099 PENNSYLVANIA AVENUE, SUITE 900

(Street)

WASHINGTON, DC 20006-1813

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/21/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) __X__ Other (specify below)
See Footnotes (3) and (4)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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, $0.001 par value ("Common Stock")	12/21/2004		S		18,634 (1)	D	$ 8.4	463,890	I	See Footnotes (3) (4)
Common Stock	12/21/2004		S		21,172 (2)	D	$ 8.4	442,718	I	See Footnotes (3) (4)
Common Stock	12/21/2004		S		278 (1)	D	$ 8.41	442,440	I	See Footnotes (3) (4)

Common Stock	12/21/2004	S	316 (2)	D	$ 8.41	442,124	I	See Footnotes (3) (4)
Common Stock	12/21/2004	S	3,704 (1)	D	$ 8.42	438,420	I	See Footnotes (3) (4)
Common Stock	12/21/2004	S	4,208 (2)	D	$ 8.42	434,212	I	See Footnotes (3) (4)
Common Stock	12/21/2004	S	184 (1)	D	$ 8.43	434,028	I	See Footnotes (3) (4)
Common Stock	12/21/2004	S	209 (2)	D	$ 8.43	433,819	I	See Footnotes (3) (4)
Common Stock	12/21/2004	S	1,021 (1)	D	$ 8.44	432,798	I	See Footnotes (3) (4)
Common Stock	12/21/2004	S	1,160 (2)	D	$ 8.44	431,638	I	See Footnotes (3) (4)
Common Stock	12/21/2004	S	5,689 (1)	D	$ 8.45	425,949	I	See Footnotes (3) (4)
Common Stock	12/21/2004	S	6,464 (2)	D	$ 8.45	419,485	I	See Footnotes (3) (4)
Common Stock	12/21/2004	S	1,426 (1)	D	$ 8.46	418,059	I	See Footnotes (3) (4)
Common Stock	12/21/2004	S	1,621 (2)	D	$ 8.46	416,438	I	See Footnotes (3) (4)
Common Stock	12/21/2004	S	1,010 (1)	D	$ 8.47	415,428	I	See Footnotes (3) (4)
Common Stock	12/21/2004	S	1,148 (2)	D	$ 8.47	414,280	I	See Footnotes (3) (4)
Common Stock	12/21/2004	S	31 (1)	D	$ 8.48	414,249	I	See Footnotes (3) (4)
Common Stock	12/21/2004	S	35 (2)	D	$ 8.48	414,214	I	See Footnotes

								(3) (4)
Common Stock	12/21/2004	S	31 (1)	D	$ 8.49	414,183	I	See Footnotes (3) (4)
Common Stock	12/21/2004	S	35 (2)	D	$ 8.49	414,148	I	See Footnotes (3) (4)
Common Stock	12/21/2004	S	3,218 (1)	D	$ 8.5	410,930	I	See Footnotes (3) (4)
Common Stock	12/21/2004	S	3,655 (2)	D	$ 8.5	407,275	I	See Footnotes (3) (4)
Common Stock	12/21/2004	S	1,523 (1)	D	$ 8.51	405,752	I	See Footnotes (3) (4)
Common Stock	12/21/2004	S	1,730 (2)	D	$ 8.51	404,022	I	See Footnotes (3) (4)
Common Stock	12/21/2004	S	15 (1)	D	$ 8.52	404,007	I	See Footnotes (3) (4)
Common Stock	12/21/2004	S	18 (2)	D	$ 8.52	403,989	I	See Footnotes (3) (4)
Common Stock	12/21/2004	S	46 (1)	D	$ 8.53	403,943	I	See Footnotes (3) (4)
Common Stock	12/21/2004	S	52 (2)	D	$ 8.53	403,891	I	See Footnotes (3) (4)

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne

Security			Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							Follo Repo Trans (Instr
	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEARL FRANK H 2099 PENNSYLVANIA AVENUE SUITE 900 WASHINGTON, DC 20006-1813		X		See Footnotes (3) and (4)
PERSEUSPUR LLC 2099 PENNSYLVANIA AVE SUITE 900 WASHINGTON, DC 20006-1813		X		See Footnotes (3) and (4)

Signatures

/s/ Rodd Macklin, Attorney-in-Fact for Frank H. Pearl (5)	12/23/2004
**Signature of Reporting Person	Date
/s/ Rodd Macklin, Secretary and Treasurer, Perseuspur, LLC	12/23/2004
**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)	These shares sold were held by Perseus BioTech Investment, LLC ("PBI").
(2)	These shares sold were held by Perseus-Soros Partners, LLC, a Delaware limited liability company ("Perseus-Soros Partners").
(3)	The securities reported herein are held for the account of Perseus-Soros BioPharmaceutical Fund, LP, a Delaware limited partnership ("Perseus-Soros"), Perseus-Soros Partners and PBI. Following the transaction reported herein and in the other Form 4's filed by the reporting persons on December 23, 2004, Perseus-Soros owns 375,044 shares, and Perseus-Soros Partners and PBI do not own any shares. Frank H. Pearl ("Mr. Pearl") and Perseuspur, LLC ("Perseuspur") (together, the "Reporting Persons") may be deemed to indirectly beneficially own the shares owned of record by Perseus-Soros, Perseus-Soros Partners and PBI.
(4)	Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), Mr. Pearl and Perseuspur are deemed to be beneficial owners of the shares beneficially owned by Perseus-Soros, Perseus-Soros Partners or PBI only to the extent of the greater of his or its respective direct or indirect interest in the profits or capital account of Perseus-Soros, Perseus-Soros Partners or PBI. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that Mr. Pearl or Perseuspur is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities owned by Perseus-Soros, Perseus-Soros Partners or PBI in excess of such amount.

Remarks:

(5) Mr. Macklin is signing in his capacity as Attorney-in-Fact for Frank H. Pearl.

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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