

BIOENVISION INC  
Form 4  
November 03, 2006

**FORM 4**

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

OMB APPROVAL

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**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 \*  
SCO CAPITAL PARTNERS LLC

(Last) (First) (Middle)

1285 AVENUE OF THE AMERICAS, 35TH FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
11/01/2006

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) \_\_\_ Other (specify below)

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                    | 11/01/2006                           |  | X                              |   | 1,200,000   | A  | \$ 1.25   |
|                                 |                                      |  |                                |   | 6,321,613   | D (2)  |   |
| Common Stock                    | 11/01/2006                           |  | X                              |   | 150,000   | A  | \$ 1.25   |
|                                 |                                      |  |                                |   | 150,000   | I  |   |
| Common Stock                    | 11/01/2006                           |  | X                              |   | 150,000   | A  | \$ 1.25   |
|                                 |                                      |  |                                |   | 150,000   | I  |   |
| Common Stock                    | 11/01/2006                           |  | X                              |   | 90,000  | A  | \$ 90,000   |
|                                 |                                      |  |                                |   | 90,000  | I  |   |

By Chloe H. Rouhandeh Trust  
By Sophie C. Rouhandeh Trust  
By SCO

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|              |            |  |   |                |      |         |           |       |                              |
|--------------|------------|--|---|----------------|------|---------|-----------|-------|------------------------------|
| Stock        |            |  |   |                | 1.25 |         |           |       | Securities, LLC              |
| Common Stock | 11/01/2006 |  | X | 272,232<br>(3) | D    | \$ 5.51 | 6,049,381 | D (2) |                              |
| Common Stock | 11/01/2006 |  | X | 34,029 (3)     | D    | \$ 5.51 | 115,971   | I     | By Chloe H. Rouhandeh Trust  |
| Common Stock | 11/01/2006 |  | X | 34,029 (3)     | D    | \$ 5.51 | 115,971   | I     | By Sophie C. Rouhandeh Trust |
| Common Stock | 11/01/2006 |  | X | 20,417 (3)     | D    | \$ 5.51 | 69,583    | I     | By SCO Securities, LLC       |

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 Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount Number Shares                                    |
| Stock Purchase Warrant                     | \$ 1.25  | 11/01/2006                           |  | X                              | 1,200,000   | (1) 11/16/2006   | Common Stock 1,200,000  |
| Stock Purchase Warrant                     | \$ 1.25  | 11/01/2006                           |  | X                              | 150,000   | (1) 11/16/2006   | Common Stock 150,000  |
| Stock Purchase Warrant                     | \$ 1.25  | 11/01/2006                           |  | X                              | 150,000   | (1) 11/16/2006   | Common Stock 150,000  |
| Stock Purchase                             | \$ 1.25  | 11/01/2006                           |  | X                              | 90,000  | (1) 11/16/2006   | Common Stock 90,000   |

