

Edgar Filing: BIOENVISION INC - Form 144

BIOENVISION INC
 Form 144
 February 28, 2006

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

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
 PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: Transmit for filing 3 copies of this form concurrently
 with either placing an order with a broker to execute sale or
 executing a sale directly with a market maker

1(a) NAME OF ISSUER (Please type or print): (b) IRS IDENT.
 Bioenvision, Inc. 13-4025875

1(d) ADDRESS OF ISSUER (STREET, CITY, STATE, ZIP CODE):
 345 Park Avenue, 41st Floor, New York, NY 10154 AREA CODE: 212

2(a) NAME OF PERSON FOR WHOSE ACCOUNT (b) IRS IDENT. (c) RELATIONSHIP TO (d) ADDRESS (e)
 THE SECURITIES ARE TO BE SOLD: NO.: ISSUER:
 Hugh Griffith Officer 345 Park Avenue,

INSTRUCTION: The person filing this notice should contact the issuer to
 I.R.S. identification Number and the S.E.C. File Number.

3(a) Title of the Class of Securities To Be Sold	(b) Name and Address of Each Broker Through whom the Securities Are To Be Offered or Each Market Maker who Is Acquiring the Securities	SEC USE ONLY ----- Broker- Dealer File Number	(c) Number of Shares or Other Units To Be Sold (See instr. 3(c))	(d) Agggregate Market Value (See instr. 3(d))	(e) N of Sh of Sh Other Outst (See 3(e))
Common Stock	Smith Barney 388 Greenwich Street New York, NY 10013		125,000	\$988,750 (based upon the closing price on 2/22/06)	40,8

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INSTRUCTIONS:

1. (a) Name of issuer
 (b) Issuer's I.R.S. Identification Number
 (c) Issuer's S.E.C. file number, if any
 (d) Issuer's address, including zip code
 (e) Issuers's telephone number, including area code

2. (a) Name of person for whose account the securities are to be sold
 (b) Such person's I.R.S. identification number, if such person is an entity
 (c) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or any of the foregoing)
 (d) Such person's address, including zip code

3. (a) Title of the class of securities to be sold
 (b) Name and Address of each broker through whom the securities are intended to be sold
 (c) Number of shares or other units to be sold (if debt securities, give the aggregate face value)
 (d) Aggregate market value of the securities to be sold as of a specified date within 10 days of the date of notice
 (e) Number of shares or other units of the class outstanding, or if debt securities the face value shown by the most recent report or statement published by the issuer
 (f) Approximate date on which the securities are to be sold
 (g) Name of each securities exchange, if any, on which the securities are intended to be sold

TABLE I --SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities and with respect to the payment of all or any part of the purchase price or other consideration.

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (if gift, also give date donor acquired)	Amount of Securities Acquired
Common Stock	2/27/06	exercise of stock options	Bioenvision, Inc.	125,000

INSTRUCTIONS:

1. If the securities were purchased and full payment therefor was not made in cash at the time of purchase or in a note thereto the nature of the consideration given. If the consideration consists of a note, mortgage, or other obligation, or if payment was made in installments describe the arrangement and state when

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discharged in full or the last installment paid.

- 2. If within two years after the acquisition of the securities the person for whose account the securities are to be sold has any other positions, put or other option to dispose of securities referred to in paragraph (d)(3) of this notice, furnish the following information with respect thereto.

 TABLE II -- SECURITIES SOLD DURING THE PAST 3 MONTHS
 Furnish the following information as to all securities of the issue
 during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Sale
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REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities are to be sold hereby represents and warrants that he does not know any material facts which would cause the securities to be sold which has been sold to be unprofitable.

February 27, 2006

/s/ Hugh Griffith

DATE OF NOTICE

(SIGNATURE)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy shall be manually signed. Any copies not manually signed shall bear typed or printed name of the person for whose account the securities are to be sold.