

Kauffman Michael  
Form 5  
August 15, 2006

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
Kauffman Michael  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

C/O COMBINATORX, INCORPORATED  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
06/30/2006

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

CAMBRIDGE, MA 02142  
  
(City) (State) (Zip)

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

6. Individual or Joint/Group Reporting  
  
(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)<br><br>(A) or (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|

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

SEC 2270 (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 | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|

Edgar Filing: Kauffman Michael - Form 5

| Derivative Security             |         |            |   |    | or Disposed of (D) (Instr. 3, 4, and 5) |     | Date Exercisable | Expiration Date | Title  | Amount or Number of Shares |
|---------------------------------|---------|------------|---|----|---|-----|------------------|-----------------|--------|----------------------------|
|                                 |         |            |   |    | (A)                                     | (D) |                  |                 |        |                            |
| Option to purchase Common Stock | \$ 7.01 | 01/06/2006 | Â | A4 | 15,000                                  | Â   | Â (1)            | 01/06/2016      | Common | 15,000                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Kauffman Michael<br>C/O COMBINATORX, INCORPORATED<br>CAMBRIDGE, MA 02142 | Â X           | Â         | Â       | Â     |

## Signatures

/S/ Michael Kauffman  
08/15/2006  
Date

\*\*Signature of Reporting Person

## 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) 25% vest on 1/6/06; 25% vest on 1/6/07; 25% vest on 1/6/08 and 25% vest on 1/6/09.
- (2) Granted by the compensation committee pursuant to the Company's 2003 Stock Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.