

BIOENVISION INC

Form 4

December 23, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
**SOROS FUND MANAGEMENT
LLC**

(Last) (First) (Middle)

**888 SEVENTH AVENUE 33RD
FLOOR,**

(Street)

NEW YORK, NY 10106

(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)
Common Stock, \$0.001 par value ("Common Stock")	12/21/2004		S	81,688 (1) D \$ 8.4	571,084	I	See Footnotes (3) (4)
Common Stock	12/21/2004		S	21,172 (2) D \$ 8.4	549,912	I	See Footnotes (3) (4)
Common Stock	12/21/2004		S	1,218 (1) D \$ 8.41	548,694	I	See Footnotes (3) (4)

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Common Stock	12/21/2004	S	316 <u>(2)</u>	D	\$ 8.41	548,378	I	See Footnotes <u>(3)</u> <u>(4)</u>
Common Stock	12/21/2004	S	16,236 <u>(1)</u>	D	\$ 8.42	532,142	I	See Footnotes <u>(3)</u> <u>(4)</u>
Common Stock	12/21/2004	S	4,208 <u>(2)</u>	D	\$ 8.42	527,934	I	See Footnotes <u>(3)</u> <u>(4)</u>
Common Stock	12/21/2004	S	807 <u>(1)</u>	D	\$ 8.43	527,127	I	See Footnotes <u>(3)</u> <u>(4)</u>
Common Stock	12/21/2004	S	209 <u>(2)</u>	D	\$ 8.43	526,918	I	See Footnotes <u>(3)</u> <u>(4)</u>
Common Stock	12/21/2004	S	4,478 <u>(1)</u>	D	\$ 8.44	522,440	I	See Footnotes <u>(3)</u> <u>(4)</u>
Common Stock	12/21/2004	S	1,160 <u>(2)</u>	D	\$ 8.44	521,280	I	See Footnotes <u>(3)</u> <u>(4)</u>
Common Stock	12/21/2004	S	24,941 <u>(1)</u>	D	\$ 8.45	496,339	I	See Footnotes <u>(3)</u> <u>(4)</u>
Common Stock	12/21/2004	S	6,464 <u>(2)</u>	D	\$ 8.45	489,875	I	See Footnotes <u>(3)</u> <u>(4)</u>
Common Stock	12/21/2004	S	6,253 <u>(1)</u>	D	\$ 8.46	483,622	I	See Footnotes <u>(3)</u> <u>(4)</u>
Common Stock	12/21/2004	S	1,621 <u>(2)</u>	D	\$ 8.46	482,001	I	See Footnotes <u>(3)</u> <u>(4)</u>
Common Stock	12/21/2004	S	4,429 <u>(1)</u>	D	\$ 8.47	477,572	I	See Footnotes <u>(3)</u> <u>(4)</u>
Common Stock	12/21/2004	S	1,148 <u>(2)</u>	D	\$ 8.47	476,424	I	See Footnotes <u>(3)</u> <u>(4)</u>
Common Stock	12/21/2004	S	134 <u>(1)</u>	D	\$ 8.48	476,290	I	See Footnotes <u>(3)</u> <u>(4)</u>
Common Stock	12/21/2004	S	35 <u>(2)</u>	D	\$ 8.48	476,255	I	See Footnotes

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									(3) (4)
Common Stock	12/21/2004	S	134 <u>(1)</u>	D	\$ 8.49	476,121	I	See Footnotes (3) (4)	
Common Stock	12/21/2004	S	35 <u>(2)</u>	D	\$ 8.49	476,086	I	See Footnotes (3) (4)	
Common Stock	12/21/2004	S	14,105 <u>(1)</u>	D	\$ 8.5	461,981	I	See Footnotes (3) (4)	
Common Stock	12/21/2004	S	3,655 <u>(2)</u>	D	\$ 8.5	458,326	I	See Footnotes (3) (4)	
Common Stock	12/21/2004	S	6,675 <u>(1)</u>	D	\$ 8.51	451,651	I	See Footnotes (3) (4)	
Common Stock	12/21/2004	S	1,730 <u>(2)</u>	D	\$ 8.51	449,921	I	See Footnotes (3) (4)	
Common Stock	12/21/2004	S	67 <u>(1)</u>	D	\$ 8.52	449,854	I	See Footnotes (3) (4)	
Common Stock	12/21/2004	S	18 <u>(2)</u>	D	\$ 8.52	449,836	I	See Footnotes (3) (4)	
Common Stock	12/21/2004	S	202 <u>(1)</u>	D	\$ 8.53	449,634	I	See Footnotes (3) (4)	
Common Stock	12/21/2004	S	52 <u>(2)</u>	D	\$ 8.53	449,582	I	See Footnotes (3) (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 1474
(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	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. Number of Derivative Securities Beneficially Owned
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Security

Acquired
(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)Follow
Repor
Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOROS FUND MANAGEMENT LLC 888 SEVENTH AVENUE 33RD FLOOR NEW YORK, NY 10106		X		See Footnotes (3) and (4)
SOROS GEORGE 888 SEVENTH AVENUE 33RD FLOOR NEW YORK, NY 10106		X		See Footnotes (3) and (4)

Signatures

/s/ Jodye M. Anzalotta, Soros Fund Management LLC
(5)

12/23/2004

__Signature of Reporting Person

Date

/s/ Jodye M. Anzalotta, Attorney-in-Fact for George
Soros (6)

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 Quantum Industrial Partners LDC ("QIP").

(2) These shares sold were held by Perseus-Soros Partners, LLC, a Delaware limited liability company ("Perseus-Soros Partners").

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 QIP. Following the transactions reported herein and in the other Form 4's filed by the

(3) reporting persons on December 23, 2004, Perseus-Soros owns 375,044 shares, and Perseus-Soros Partners and QIP do not own any shares. Soros Fund Management LLC ("SFM LLC") and George Soros ("Mr. Soros") (together, the "Reporting Persons") may be deemed to indirectly beneficially own the shares owned of record by Perseus-Soros, Perseus-Soros Partners and QIP.

Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), SFM LLC and Mr. Soros are deemed to be beneficial owners of the shares beneficially owned by Perseus-Soros, Perseus-Soros Partners or QIP only to the extent of

(4) the greater of his or its respective direct or indirect interest in the profits or capital account of Perseus-Soros, Perseus-Soros Partners or QIP. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that SFM LLC or Mr. Soros 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 QIP in excess of such amount.

Remarks:

(5) Ms. Anzalotta is signing in her capacity as Ass't General Counsel of Soros Fund Management LLC.

(6) Ms. Anzalotta is signing in her capacity as Attorney-in-Fact for George Soros.

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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