

BIOENVISION INC

Form 4/A

August 02, 2007

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GENZYME CORP

(Last) (First) (Middle)

**C/O GENZYME
CORPORATION, 500 KENDALL
STREET**

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/10/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)
07/11/2007

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)
Common Stock	07/10/2007		P	(A) or (D) A	Amount 8,398,098 (1) (2) 5.6	Price \$ 8,398,098 (1) (2)	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Series A Convertible Participating Preferred Stock	(3) (4)	07/10/2007		P	2,250,000	(3)(4) (3)(4)	Common Stock	(3) (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GENZYME CORP C/O GENZYME CORPORATION 500 KENDALL STREET CAMBRIDGE, MA 02142		X		
Wichita Bio CORP C/O GENZYME CORPORATION 500 KENDALL STREET CAMBRIDGE, MA 02142		X		

Signatures

/s/ Earl M. Collier, Jr., Executive Vice President	08/02/2007
__Signature of Reporting Person	Date
/s/ Earl M. Collier, Jr., President	08/02/2007
__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).

This filing is being amended to adjust the number of shares of Common Stock (hereinafter defined) acquired as reported in Table I, Box 4 (1) and the number of shares of Common Stock beneficially owned as reported in Table I, Box 5 which were previously reported as 8,613,567. The adjusted amount for each of Box 4 and Box 5 of Table I is 8,398,098.

This adjustment results from final numbers provided by the depository for the tender offer by Wichita Bio Corporation ("Wichita Bio"), a wholly-owned subsidiary of Genzyme, for (i) all of the issued and outstanding common stock, \$0.001 par value per share (the "Common (2) Stock") of Bioenvision, Inc. ("Bioenvision"), including all rights to purchase Series A Junior Participating Preferred Stock and (ii) all of the issued and outstanding shares of Series A Convertible Participating Preferred Stock, par value \$0.001 per share (the "Series A Preferred Stock") of Bioenvision.

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Shares of Series A Preferred Stock are convertible into Common Stock from the date of issuance, May 8, 2002, and any time thereafter.

- (3) The conversion price of Series A Preferred Stock is equal to \$1.50 per share of Common Stock, subject to adjustment upon the occurrence of certain events set forth in the Certificate of Designations for the Series A Preferred Stock.

The number of shares of Common Stock issuable upon conversion of the Series A Preferred Stock will be such number equal to the quotient obtained from dividing the then applicable liquidation amount of the share of Series A Preferred Stock by the then applicable conversion price as set forth in the Certificate of Designations for the Series A Preferred Stock. On July 10, 2007, the 2,250,000 shares of Series A Preferred Stock were convertible into 4,500,000 shares of Common Stock.

- (5) The price paid for each share of Series A Preferred Stock equals \$11.20 plus the accrued but unpaid dividends up to, and including, July 10, 2007 (approximately \$0.03 per share).

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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