

BIOENVISION INC

Form 4

November 03, 2006

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 *
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 By Chloe H. Rouhandeh Trust
Common Stock	11/01/2006		X		150,000	A	\$ 1.25	150,000 I By Sophie C. Rouhandeh Trust
Common	11/01/2006		X		90,000	A	\$	90,000 I By SCO

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Stock					1.25				Securities, LLC
Common Stock	11/01/2006	X	272,232 ⁽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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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 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

Warrant

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCO CAPITAL PARTNERS LLC 1285 AVENUE OF THE AMERICAS 35TH FLOOR NEW YORK, NY 10019		X		
Rouhandeh Steven H C/O SCO CAPITAL PARTNERS LLC 1285 AVENUE OF THE AMERICAS, 35TH FLOOR NEW YORK, NY 10019		X		

Signatures

/s/Steven H. Rouhandeh	11/03/2006
__Signature of Reporting Person	Date
SCO Capital Partners LLC, by Steven H. Rouhandeh, Chairman	11/03/2006
__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) Warrants are fully exercisable.

(2) Directly by SCO Capital Partners LLC.

(3) Shares disposed of pursuant to cashless exercise of warrant.

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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