Saunders Andrew Form 5 August 15, 2006

FORM 5

OMB APPROVAL

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

OMB Number: 3235-0362 January 31,

2005

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

Expires:

MENT OF CHANGES IN BENEFICIAL

Estimate

Estimated average burden hours per response... 1.0

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported
Form 4 30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * Saunders Andrew			2. Issuer Name and Ticker or Trading Symbol BIOENVISION INC [BIVN]	5. Relationship of Reporting Person(s) t Issuer		
(Last)	(First)	(First) (Middle) 3. Statement for Issuer's Fiscal Year Ende (Month/Day/Year) 06/30/2006 VISION, INC., 345	(Check all applicable) Director 10% Owner _X_ Officer (give title Other (specibelow)			
	ENUE, 41ST			Medical Director (Europe)		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting (check applicable line)		
NEWLYODI	rz î NTZ î 10	154				

NEW YORK, NYÂ 10154

(State)

(Zip)

(City)

X Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) Amount (D) Price

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

Persons who respond to the collection of information SEC contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Inetr 3)	Price of		(Month/Day/Vear)	(Inetr 8)	Acquired (A)		

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	Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)						
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share	
Option to purchase Common Stock	\$ 7.01	01/06/2006	Â	A4	50,000	Â	(1)	01/16/2016	Common	50,000	

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 8	Director	10% Owner	Officer	Other		
Saunders Andrew C/O BIOENVISION, INC. 345 PARK AVENUE, 41ST FLOOR NEW YORK Â NYÂ 10154	Â	Â	Medical Director (Europe)	Â		

Signatures

/S/ Andrew
Saunders

**Signature of Reporting Person

O8/15/2006

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) 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.

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