

Edgar Filing: BIOPHAN TECHNOLOGIES INC - Form 5/A

BIOPHAN TECHNOLOGIES INC
Form 5/A
September 18, 2002

OMB APPROVAL

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U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 5/A

AMENDED ANNUAL STATEMENT OF CHANGES BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Holding Company Act of 1935 or
Section 30(f) of the Investment Company Act of 1940

Check box if no longer subject to Section 16. Form 4 or 5 obligations
may continue. See instruction 1(b).

Form 3 Holdings Reported

Form 4 Transactions Reported

This Form 5/A corrects a previous Form 5 that inadvertently reported
transactions in which shares were gifted as sale transactions, by an
individual no longer an affiliate or Director of the company.

1. Name and Address of Reporting Person*

Cowle	Ed	
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(Last)	(First)	(Middle)
6 East 45th Street Ste. 1000		
-----	-----	-----
	(Street)	
New York	New York	10017
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(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol
Biophan Technologies, Inc. BIPH

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year
February 2002

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5. If Amendment, Date of Original (Month/Day/Year)
9/11/2002

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

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

The reporting person was appointed to serve on the Board of Directors on 10/25/00. He resigned from the Board of Directors on 6/22/01. On 8/1/02 the reporting person ceased to be a 10% owner.

7. Individual or Joint/Group Filing (Check applicable line)

Form Filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security	2. Trans-action Date (Month/Day/Year)	3. Trans-action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) Instr. 3,4 and 5) (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at Time of Event When Reporting Person was no Longer Subject to Sec. 16 Reporting	6. Owner-ship Form: Direct (D) or indirect (I) Instr.
Common	1/15/99	P4	25,000 A -	2,898,600	D
Common	1/31/00	S4	10,000 D -		D
Common	2/23/99	P4	9,500 A -		D
Common	2/23/99	P4	4,500 A -		D
Common	2/10/00	P4	500,000 A -		D
Common	12/6/00	P4	5,373,600 A -		D
Common	12/20/00	S4	200,000 D -		D
Common	3/29/01	S4	12,500 D -		D
Common	3/29/01	S4	200,000 D -		D
Common	3/29/01	S4	25,000 D -		D
Common	3/29/01	S4	4,000 D -		D
Common	9/26/01	S4	150,000 D -		D
Common	9/26/01	S4	853,500 D -		D

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Common	9/26/01	S4	460,000	D	-	D
Common	9/26/01	S4	40,000	D	-	D
Common	9/26/01	S4	10,000	D	-	D
Common	9/26/01	S4	20,000	D	-	D
Common	9/26/01	* G4	99,000	D	-	D
Common	11/14/01	S4	25,000	D	-	D
Common	11/14/01	S4	50,000	D	-	D
Common	6/3/02	* G4	350,000	D	-	D
Common	6/12/02	* G4	75,000	D	-	D
Common	6/6/02	* G4	70,000	D	-	D
Common	8/1/02	* G4	682,000	D	-	D

Explanation of Responses:

This Form 5/A corrects a previous Form 5 that inadvertently reported transactions in which shares were gifted as sale transactions, by an individual no longer an affiliate or Director of the company.

* The subject transaction codes reported in the Form 5 filed on 9/11/02 were incorrect.

If the Form is Filed by more than one Reporting Person, see Instruction 4(b) (v).

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

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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/)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed (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)	8.
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Date Expiration

Amount or Number of

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(A) (D) Exercisable Date Title Share

Explanation of Responses:

/s/ Ed Cowle

9/18/2002

**Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.