

ODONNELL KATHLEEN M TR IRREV TR 1 FBO FRANCIS E ODONNELL JR
 Form 4/A
 November 05, 2004

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

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 ODonnell Kathleen M TR
 Irrev TR 1 FBO Francis E
 ODonnell JR

(Last) (First) (Middle)

KATHLEEN M ODonnell
 McCabe & ODonnell, 3101
 North Central Avenue,
 Suite 700

(Street)

PHOENIX, AZ 85012

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 BIODELIVERY SCIENCES
 INTERNATIONAL INC [BDSI]

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/03/2004

4. If Amendment, Date Original Filed
 (Month/Day/Year)
 09/20/2004

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 ____ 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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	09/20/2004	09/20/2004	P	2,500 A \$ 2.8496	120,000	D	
Common Stock	09/20/2004	09/20/2004	P	2,500 A \$ 2.8449	122,500	D	
Common Stock	09/21/2004	09/21/2004	P	100 A \$ 2.85	122,600	D	
Common Stock	09/21/2004	09/21/2004	P	250 A \$ 2.85	122,850	D	

Common Stock	09/21/2004	09/21/2004	P	500	A	\$ 3	123,350	D	
Common Stock	09/21/2004	09/21/2004	P	50	A	\$ 3	123,400	D	
Common Stock	09/21/2004	09/21/2004	P	500	A	\$ 2.98	123,900	D	
Common Stock	09/21/2004	09/21/2004	P	1,000	A	\$ 2.98	124,900	D	
Common Stock	09/21/2004	09/21/2004	P	100	A	\$ 2.91	125,000	D	
Common Stock	09/21/2004	09/21/2004	P	100	A	\$ 2.91	125,100	D	
Common Stock	09/21/2004	09/21/2004	P	100	A	\$ 3	125,200	D	
Common Stock	09/21/2004	09/21/2004	P	200	A	\$ 3	125,400	D	
Common Stock	09/21/2004	09/21/2004	P	800	A	\$ 3	126,200	D	
Common Stock	09/21/2004	09/21/2004	P	1,200	A	\$ 3	127,400	D	
Common Stock	09/21/2004	09/21/2004	P	100	A	\$ 2.85	127,500	D	
Common Stock							3,111,580	I	See Footnote <u>(1)</u>

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)
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		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrants	\$ 6.3					06/24/2003	06/24/2007	Common Stock	5,000
Series B Convertible Preferred Stock	(3)					03/31/2006	(3)	Common Stock	294,118

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ODONNELL KATHLEEN M TR IRREV TR 1 FBO FRANCIS E O'DONNELL JR KATHLEEN M O'DONNELL MCCABE & O'DONNELL 3101 NORTH CENTRAL AVENUE, SUITE 700 PHOENIX, AZ 85012			X	

Signatures

Kathleen M. O'Donnell, 11/03/2004
Trustee

__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) Held by Hopkins Capital Group II, LLC, which is one-third owned by the Francis E. O'Donnell Irrevocable Trust #1.
- (2) Held by Hopkins Capital Group II, LLC, which is one-third owned by the Francis E. O'Donnell Irrevocable Trust #1. The Series B Convertible Preferred Stock is convertible into shares of the Company's common stock on a one for one basis.
- (3) Not Applicable

Note: File three copies of this Form, one of which must be manually signed. If space 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.