ENZO BIOCHEM INC

Form 4

January 25, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * THALENFELD BARBARA E

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(First) (Last)

(Middle)

ENZO BIOCHEM INC [ENZ] 3. Date of Earliest Transaction

Director 10% Owner

(Check all applicable)

VP, Corporate Development

below)

C/O ENZO BIOCHEM, INC., 527

(Street)

MADISON AVE

4. If Amendment, Date Original

X_ Officer (give title

Applicable Line) _X_ Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

01/21/2005

Form filed by More than One Reporting Person

NEW YORK, NY 10022

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership Securities Form: Direct Beneficially Owned (T) Following (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Other (specify

(A)

Transaction(s) (Instr. 3 and 4)

Reported

Code V Amount (D) Price

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)

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3) Price of Derivative Security

(Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of

y (D)

(Instr. 3, 4, and 5)

Code V (A)

(D) Date Expire Exercisable Date

Expiration Title

Amount

or Number

Rule 16b-3

Employee

Option

Stock \$ 17.66 01/21/2005

 $A_{(1)}$ 10,000

01/21/2006 01/21/2015

Common Stock

10,000

of Share:

(right to buy)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

THALENFELD BARBARA E C/O ENZO BIOCHEM, INC. 527 MADISON AVE NEW YORK, NY 10022

VP, Corporate Development

Signatures

// Dr. Barbara E. Thalenfeld

01/25/2005

**Signature of Reporting

Date

Person

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) These options were granted pursuant to Enzo Biochem, Inc.'s 2005 Equity Compensation Incentive Plan.
- (2) The option vests in four equal annual installments, beginning on January 21, 2006, on a cumulative basis.

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.

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