

CYTOGEN CORP
Form 3
November 16, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
J.P. Morgan Ventures CORP		(Month/Day/Year)	CYTOGEN CORP [CYTO]	
(Last)	(First)	(Middle)	11/14/2007	
270 PARK AVENUE		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)
NEW YORK, NY 10260-0060		<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01/share	3,602,000	D	^

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title	Amount or Number of		

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				Shares		(I)	
						(Instr. 5)	
			Common				
			Stock, par				
Warrants ⁽¹⁾	12/29/2007	12/29/2012	value	1,000,000	\$ 2.231 ⁽²⁾	D	Â
			\$0.01 per				
			share				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
J.P. Morgan Ventures CORP 270 PARK AVENUE NEW YORK, NY 10260-0060	Â	Â X	Â	Â

Signatures

Keith Stephan 11/16/2007

 Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Issued by the Company to the Reporting Person on 6/28/2007. Pursuant to Section 2(d) of the Warrant, the Reporting Person does not have the right to exercise any portion of the Warrant after the Initial Exercise Date (12/29/2007) to the extent that, after giving effect to such exercise, the Reporting Person would beneficially own in excess of the Beneficial Ownership Limitation (4.99% of the shares outstanding immediately after such exercise). In addition, Section 2(d) of the Warrant further provides that the Reporting Person can waive the Beneficial Ownership Limitation of 4.99% and increase it to 9.99%, with 61 days notice to the Company, but the Beneficial Ownership Limitation may not be further waived. The Reporting Person has not provided notice of such waiver to the Company. Accordingly, for purposes of calculating when J.P. Morgan Ventures Corp. became a 10% beneficial owner of the Issuer's common equity securities, the Reporting Person is not the beneficial owner of the Warrants.

(2) Conversion ratio of one warrant into one share of Common Stock

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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