

ENZO BIOCHEM INC
Form 4
September 25, 2008

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

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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 *
RABBANI ELAZAR

(Last) (First) (Middle)

C/O ENZO BIOCHEM, INC., 527
MADISON AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ENZO BIOCHEM INC [ENZ]

3. Date of Earliest Transaction
(Month/Day/Year)
09/23/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
			Code	V	Amount or (D) Price		
Common Stock, par value \$0.01 per share	09/23/2008		M		60,755 (1)	A	\$ 5.45 2,185,745 (2) D
Common Stock, par value \$0.01 per share	09/23/2008		F		29,406 (1)	D	\$ 11.26 2,156,339 (2) D

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/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)
Employee Stock Option	\$ 5.45	09/23/2008		M	60,755	10/01/2002 10/01/2008	Common Stock, par value \$0.01 per share 60,755

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RABBANI ELAZAR C/O ENZO BIOCHEM, INC. 527 MADISON AVENUE NEW YORK, NY 10022	X		Chairman and CEO	

Signatures

/s/ Elazar Rabbani 09/25/2008

**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).

The Reporting Person exercised a stock option to purchase 60,755 shares of Common Stock and paid the exercise price thereof by the surrender of 29,406 shares of Common Stock, for a net gain in outstanding shares of Common Stock of 31,349 shares. The stated exercise price of the stock option was \$5.45.

(1) Includes (i) 398,773 shares of Common Stock issuable upon the exercise of options which are exercisable within 60 days from the date hereof, (ii) 3,469 shares of Common Stock held in the name of the Reporting Person as custodian for certain of his children, (iii) 2,168 shares of Common Stock held in the name of the Reporting Person's wife as custodian for certain of their children, (iv) an aggregate of 5,100 shares of Common Stock held in the name of the Reporting Person's children, (v) 7,500 shares of restricted Common Stock, and (vi) 4,916 shares of Common Stock held in the Company's 401(k) plan.

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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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