

ENZO BIOCHEM INC
Form 4
September 25, 2008

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

OMB APPROVAL

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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 *
GOLDBERG DAVID C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O ENZO BIOCHEM INC, 527 MADISON AVE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Business Development

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

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$0.01 per share	09/23/2008		M		6,078 ⁽¹⁾ A \$ 5.45 106,547 ⁽²⁾	D	
Common Stock, par value \$0.01 per share	09/23/2008		F		2,942 ⁽¹⁾ D \$ 11.26 103,605 ⁽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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 5.45	09/23/2008		M	6,078	10/01/2002	10/01/2008	Common Stock, par value \$0.01 per share	6,078

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDBERG DAVID C C/O ENZO BIOCHEM INC 527 MADISON AVE NEW YORK, NY 10022			VP, Business Development	

Signatures

/s/ David C. Goldberg 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 6,078 shares of Common Stock and paid the exercise price thereof by the surrender of 2,942 shares of Common Stock, for a net gain in outstanding shares of Common Stock of 3,136 shares. The stated exercise price of the stock option was \$5.45.

(1) Includes (i) 42,260 shares of Common Stock issuable upon the exercise of options which are exercisable within 60 days from the date hereof, (ii) 979 shares of Common Stock indirectly beneficially owned through the UGMA accounts of the Reporting Person's children, (iii) 2,000 shares of restricted Common Stock, and (iv) 3,102 shares of Common Stock held in the Company's 401(k) plan.

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