

Finn Andrew L
 Form 4
 May 03, 2007

FORM 4

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

OMB APPROVAL

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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 *
 Finn Andrew L

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O ARIUS PHARMACEUTICALS, INC., 3100 STONE GAP COURT
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/01/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

RALEIGH, NC 27612
 (City) (State) (Zip)

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	05/01/2007		C	797,413 A @	797,413	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)

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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 Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Series C Preferred	\$ 4.25	05/01/2007		C		797,413		(1)	(3)	Common Stock	797,413
Options	\$ 2.42	01/26/2007		A	V	12,402		01/26/2007	01/26/2017	Common Stock	12,402
Options	\$ 2.94							07/28/2006	07/28/2016	Common Stock	
Options	\$ 3.4							10/21/2006	10/21/2016	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Finn Andrew L C/O ARIUS PHARMACEUTICALS, INC. 3100 STONE GAP COURT RALEIGH, NC 27612			Executive Vice President	

Signatures

/s/ Andrew L.
Finn
Date: 05/02/2007
**Signature of Reporting 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).
- This form is being filed to report the conversion by the reporting person on May 1, 2007 of 797,413 shares of Series C Non-Voting Convertible Preferred Stock (the "Series C Preferred Stock") of BioDelivery Sciences International, Inc. (the "Company") into a like number of shares of the Company's common stock. Shares of Series C Preferred Stock were convertible into share of the Company's
- (1) common stock upon the earlier to occur of: (i) the public announcement by the Company of a positive outcome of the Issuer's Phase III efficacy trial (FEN-201) for its BEMA Fentanyl product, with the term "positive outcome" meaning a statistically significant difference (p less than or equal to 0.05) in the primary efficacy endpoint comparing active to placebo; or (ii) August 24, 2009. The Company made a public announcement of a positive outcome of the Phase III efficacy trial for BEMA Fentanyl on April 25, 2007.
 - (2) The issuance price of the Series C Preferred Stock is \$4.25. The Series C Preferred Stock converted into 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.