FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT	OF CHAI	NGES IN	BENEFICIAL	OWNERSHIP
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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).

## Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

or Section 30(h) of the Investment Company Act of 1940 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) 2. Issuer Name and Ticker or Trading Symbol 1. Name and Address of Reporting Person ADVENTRX PHARMACEUTICALS INC **ROBBINS JOAN M** Director 10% Owner ANX ] Officer (give title Other (specify below) below) (Middle) (Last) (First) 3. Date of Earliest Transaction (Month/Day/Year) CSO, Exec. VP 6725 MESA RIDGE RD., SUITE 100 01/31/2006 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable (Street) **SAN DIEGO** 92121 X Form filed by One Reporting Person CA Form filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed Execution Date, 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 5. Amount of Securities 6. Ownership Form: Direct 1. Title of Security (Instr. 3) 7. Nature of (Month/Day/Year) Beneficially (D) or Indirect (I) (Instr. 4) Beneficial if any (Month/Day/Year) Code (Instr. Owned Following Ownership (Instr. 4) 8) Reported Transaction(s) (A) or Code Amount Price (D) (Instr. 3 and 4)

## 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)	Code (Instr.   Securities		e s I (A) sed str.	Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
Option to Purchase Common Stock	\$4.75	01/31/2006		A		100,000		01/01/2007 <sup>(1)</sup>	01/30/2016	Common Stock	100,000	\$0	100,000	D	

## Explanation of Responses:

1. Option vests with respect to 1/4 of the shares on the first anniversary of the Vesting Commencement Date and with respect to 1/48 of the shares (1/36 of the unvested shares as of the first anniversary) at the end of each calendar month after the first anniversary of the Vesting Commencement Date, subject to Continuous Service of the optionholder.

/s/ Joan M. Robbins 02/02

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.