

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ICAHN CARL C ET AL</u> (Last) (First) (Middle) <u>C/O ICAHN ASSOCIATES CORP</u> <u>767 5TH AVE #4700</u> (Street) <u>NEW YORK NY 10153</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>07/27/2005</u>	3. Issuer Name and Ticker or Trading Symbol <u>ADVENTRX PHARMACEUTICALS INC [ANX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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	4,324,324	I	Please see explanation below ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾

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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Warrants to acquire shares of Common Stock	01/27/2006	07/27/2012	Common Stock 4,324,324	2.26	I	Please see explanation below ⁽¹⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾⁽⁹⁾

1. Name and Address of Reporting Person*
ICAHN CARL C ET AL

 (Last) (First) (Middle)
C/O ICAHN ASSOCIATES CORP
767 5TH AVE #4700

 (Street)
NEW YORK NY 10153

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Hopper Investments LLC

 (Last) (First) (Middle)
100 SOUTH BEDFORD ROAD

 (Street)
MT KISCO NY 10549

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
BARBERRY CORP /NY/

 (Last) (First) (Middle)
100 SOUTH BEDFORD RD

 (Street)
MT KISCO NY 10549

 (City) (State) (Zip)

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[HIGH RIVER LIMITED PARTNERSHIP /NY/](#)

(Last) (First) (Middle)

100 SOUTH BEDFORD RD

(Street)

MT KISCO NY 10549

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Icahn Partners Master Fund LP](#)

(Last) (First) (Middle)

C/O WALKERS SPV LIMITED, P.O. BOX 908GT
87 MARY STREET

(Street)

GEORGE TOWN,
GC E9 E9

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Icahn Offshore LP](#)

(Last) (First) (Middle)

100 SOUTH BEDFORD ROAD

(Street)

MT. KISCO NY 10549

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Icahn Onshore LP](#)

(Last) (First) (Middle)

100 SOUTH BEDFORD ROAD

(Street)

MT. KISCO NY 10549

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Icahn Partners L P](#)

(Last) (First) (Middle)

767 5TH AVE 47TH FL

(Street)

NEW YORK NY 10151

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CCI Onshore Corp.](#)

(Last) (First) (Middle)

100 SOUTH BEDFORD ROAD

(Street)

MT KISCO NY 10549

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CCI Offshore Corp.](#)

(Last) (First) (Middle)

100 SOUTH BEDFORD ROAD

(Street)

MT KISCO NY 10549

(City)

(State)

(Zip)

Explanation of Responses:

1. Barberrry Corp. is the sole member of Hopper Investments LLC, which is the general partner of High River Limited Partnership. CCI Offshore Corp. is the general partner of Icahn Offshore LP, which is the general partner of Icahn Partners Master Fund LP. CCI Onshore Corp. is the general partner of Icahn Onshore LP, which is the general partner of Icahn Partners LP. Each of Barberrry Corp., CCI Offshore Corp. and CCI Onshore Corp. is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position directly and indirectly to determine the investment and voting decisions made by all of the foregoing entities.
2. High River Limited Partnership owns 864,865 Shares. Icahn Partners Master Fund LP owns 1,798,919 Shares. Icahn Partners LP owns 1,660,540 Shares.
3. Each of Hopper Investments LLC, Barberrry Corp. and Mr. Icahn, by virtue of their relationships to High River Limited Partnership may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River Limited Partnership owns, but each of them disclaims beneficial ownership of such Shares for all other purposes.
4. Each of Icahn Offshore LP, CCI Offshore Corp. and Mr. Icahn by virtue of their relationships to Icahn Master Fund LP may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners Master Fund LP owns, but each of them disclaims beneficial ownership of such Shares for all other purposes.
5. Each of Icahn Onshore LP, CCI Onshore Corp. and Mr. Icahn, by virtue of their relationships to Icahn Partners LP may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners LP owns, but each of them disclaims beneficial ownership of such Shares for all other purposes.
6. High River Limited Partnership owns 864,865 Warrants. Icahn Partners Master Fund LP owns 1,798,919 Warrants. Icahn Partners LP owns 1,660,540 Warrants.
7. Each of Hopper Investments LLC, Barberrry Corp. and Mr. Icahn, by virtue of their relationships to High River Limited Partnership may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act) the Warrants which High River Limited Partnership owns, but each of them disclaims beneficial ownership of such Warrants for all other purposes.
8. Each of Icahn Offshore LP, CCI Offshore Corp. and Mr. Icahn by virtue of their relationships to Icahn Master Fund LP may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act) the Warrants which Icahn Partners Master Fund LP owns, but each of them disclaims beneficial ownership of such Warrants for all other purposes.
9. Each of Icahn Onshore LP, CCI Onshore Corp. and Mr. Icahn, by virtue of their relationships to Icahn Partners LP may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act) the Warrants which Icahn Partners LP owns, but each of them disclaims beneficial ownership of such Warrants for all other purposes.

[/s/ Carl C. Icahn](#) [08/05/2005](#)

[/s/ CCI Onshore Corp.](#) [08/05/2005](#)

[/s/ Icahn Onshore LP](#) [08/05/2005](#)

[/s/ Icahn Partners LP](#) [08/05/2005](#)

[/s/ CCI Offshore LP](#) [08/05/2005](#)

[/s/ Icahn Offshore LP](#) [08/05/2005](#)

[/s/ Icahn Partners Master Fund LP](#) [08/05/2005](#)

[/s/ High River Limited Partnership](#) [08/05/2005](#)

[/s/ Barberrry Corp.](#) [08/05/2005](#)

[/s/ Hopper Investments LLC](#) [08/05/2005](#)

** 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 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).

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.