

**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**

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>Culley Brian M</u> <hr/> (Last) (First) (Middle) 6725 MESA RIDGE RD., STE. 100 <hr/> (Street) SAN DIEGO CA 92121 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ADVENTRX PHARMACEUTICALS INC [ ANX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>SVP &amp; Chief Business Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/21/2009</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	(A) or (D)	Price			

**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 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) (Instr. 4)	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				
Restricted Stock Units	\$0.0911	07/21/2009		D			1,200,000	(1)	(1)	Common Stock	1,200,000	(2)	0	D	
Stock Option (Right to Buy)	\$0.13	07/21/2009		A		1,700,000		(3)	07/21/2019	Common Stock	1,700,000	\$0	1,700,000	D	

**Explanation of Responses:**

- This award of restricted stock units ("RSUs") was made pursuant to the issuer's 2008 Omnibus Incentive Plan (the "Plan") and each RSU represented a contingent right to receive one share of the issuer's common stock. The RSUs would have vested prior to the consummation of a Strategic Transaction, as such capitalized term was defined in the Notice of Grant issued pursuant to the Plan, provided that the reporting person's services to the issuer had not been terminated. The vested shares would have been delivered to the reporting person as soon as administratively practicable following the vesting date.
- The RSUs were canceled by mutual agreement of the reporting person and the issuer. In connection with cancellation of the RSUs, the reporting person received the stock option award reported in this Form 4.
- 25% of the total shares subject to the option vest and become exercisable on each of January 1, 2010, January 1, 2011, January 1, 2012 and January 1, 2013.

**Remarks:**

/s/ Brian M. Culley 07/23/2009  
 \*\* 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.**