

BIODELIVERY SCIENCES INTERNATIONAL INC

Form 4

July 28, 2009

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 *
ELLIOTT ASSOCIATES, L.P.

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)
712 FIFTH AVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/24/2009

____ Director
____ Officer (give title below) 10% Owner
 Other (specify below)
Former 10% Owner

NEW YORK, NY 10019

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

(City) (State) (Zip)

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 | | | |
| Common Stock | 07/24/2009 | | S | 15,219 D \$ 5.4 | 90,211 | I | (1) (1) |
| Common Stock | 07/24/2009 | | S | 160 D \$ 5.405 | 90,051 | I | (1) (1) |
| Common Stock | 07/24/2009 | | S | 1,840 D \$ 5.41 | 88,211 | I | (1) (1) |
| Common Stock | 07/24/2009 | | S | 680 D \$ 5.42 | 87,531 | I | (1) (1) |
| Common Stock | 07/24/2009 | | S | 2,140 D \$ 5.44 | 85,391 | I | (1) (1) |

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| | | | | | | | | |
|--------------|------------|---|--------|---|-----------|--------|---|--------------------|
| Common Stock | 07/24/2009 | S | 580 | D | \$ 5.45 | 84,811 | I | (1) ⁽¹⁾ |
| Common Stock | 07/27/2009 | S | 51 | D | \$ 5.35 | 84,760 | I | (1) ⁽¹⁾ |
| Common Stock | 07/27/2009 | S | 40 | D | \$ 5.36 | 84,720 | I | (1) ⁽¹⁾ |
| Common Stock | 07/27/2009 | S | 720 | D | \$ 5.37 | 84,000 | I | (1) ⁽¹⁾ |
| Common Stock | 07/27/2009 | S | 39,576 | D | \$ 5.4 | 44,424 | I | (1) ⁽¹⁾ |
| Common Stock | 07/27/2009 | S | 2,600 | D | \$ 5.42 | 41,824 | I | (1) ⁽¹⁾ |
| Common Stock | 07/27/2009 | S | 80 | D | \$ 5.4002 | 41,744 | I | (1) ⁽¹⁾ |
| Common Stock | 07/27/2009 | S | 320 | D | \$ 5.41 | 41,424 | I | (1) ⁽¹⁾ |

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

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 control number.

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(9-02)

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ELLIOTT ASSOCIATES, L.P.
712 FIFTH AVE
NEW YORK, NY 10019

Former 10% Owner

Signatures

Elliot Greenberg, VP of Braxton Associates, Inc., as GP of Elliott Capital Advisors, L.P., as
GP of Elliott Associates, L.P.

07/28/2009

__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).
- (1) Elliott Associates, L.P. indirectly owns shares of Common Stock of BDSI through its subsidiary, The Liverpool Limited Partnership, a Bermuda limited partnership.

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

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