SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

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* MURRAY D SCOTT			2. Date of Event Requiring Statement (Month/Day/Year) 02/21/2007		3. Issuer Name and Ticker or Trading Symbol <u>ADHEREX TECHNOLOGIES INC</u> [AMEX:ADH]					
(Last) (First) (Middle) 4620 CREEKSTONE DRIVE, SUITE 200		4. Relationship of Reporting Perso Check all applicable) Director X Officer (give title below)			0n(s) to Issuer 10% Owne Other (spec below)	r (Mon 03/0 cify	 If Amendment, Date of Original Filed (Month/Day/Year) 03/05/2007 Individual or Joint/Group Filing (Check 			
(Street) DURHAM	NC	27703			SVP, Gen Counsel &	Corp Secty	Appli	Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)								
			Table I - Nor	n-Derivativ	ve Securities Beneficial	y Owned				
1. Title of Security (Instr. 4)					Amount of Securities eneficially Owned (Instr. 4)	3. Ownershi Form: Direc or Indirect ((Instr. 5)	t (D) (Instr.	4. Nature of Indirect Beneficial Ownership (Instr. 5)		
		(6			Securities Beneficially nts, options, convertible		5)			
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)			5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
			(Month/Day/Ye		Underlying Derivative Securi	ty (inst. 4)	or Exercise	Form:		
			(Month/Day/Ye Date Exercisable			Amount or Number of Shares				
Stock Options	: (Right to buy	<i>ı</i>)	Date	ar) Expiration		Amount or Number of	or Exercise Price of Derivative	Form: Direct (D) or Indirect		
Stock Options	× 0 ,	· ·	Date Exercisable	ar) Expiration Date	Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form: Direct (D) or Indirect (I) (Instr. 5)		
	(Right to buy	7)	Date Exercisable 02/28/2007 ⁽¹⁾	ar) Expiration Date 02/28/2014	Title Common Stock	Amount or Number of Shares 200,000	or Exercise Price of Derivative Security 0.28	Form: Direct (D) or Indirect (I) (Instr. 5)		
Stock Options	(Right to buy	x) x)	Date Exercisable 02/28/2007 ⁽¹⁾ 12/14/2006 ⁽²⁾	ar) Expiration Date 02/28/2014 12/14/2012	Title Common Stock Common Stock	Amount or Number of Shares 200,000 41,600	or Exercise Price of Derivative Security 0.28 0.88	Form: Direct (D) or Indirect (I) (Instr. 5)		
Stock Options Stock Options	(Right to buy (Right to buy (Right to buy	7) 7) 7)	Date Exercisable 02/28/2007 ⁽¹⁾ 12/14/2006 ⁽²⁾ 09/21/2005 ⁽³⁾⁽⁴⁾	ar) Expiration Date 02/28/2014 12/14/2012 09/21/2012	Title Common Stock Common Stock Common Stock	Amount or Number of Shares 200,000 41,600 24,900	or Exercise Price of Derivative Security 0.28 0.88 1.2	Form: Direct (D) or Indirect (I) (Instr. 5)		
Stock Options Stock Options Stock Options	 (Right to buy (Right to buy (Right to buy (Right to buy 	7) 7) 7) 7)	Date Exercisable 02/28/2007 ⁽¹⁾ 12/14/2006 ⁽²⁾ 09/21/2005 ⁽³⁾⁽⁴⁾ 02/03/2004 ⁽²⁾⁽⁴⁾	ar) Expiration Date 02/28/2014 12/14/2012 09/21/2012 02/12/2010	Title Common Stock Common Stock Common Stock Common Stock	Amount or Number of Shares 200,000 41,600 24,900 30,000	or Exercise Price of Derivative Security 0.28 0.88 1.2 1.75 ⁽⁵⁾	Form: Direct (D) or Indirect (I) (Instr. 5)		
Stock Options Stock Options Stock Options	 (Right to buy 	i) i) i) i) i) i) i)	Date Exercisable 02/28/2007 ⁽¹⁾ 12/14/2006 ⁽²⁾ 09/21/2005 ⁽³⁾⁽⁴⁾ 02/03/2004 ⁽²⁾⁽⁴⁾ 12/17/2005 ⁽²⁾	ar) Expiration Date 02/28/2014 12/14/2012 09/21/2012 02/12/2010 12/17/2011	Title Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock	Amount or Number of Shares 200,000 41,600 24,900 30,000 18,000	or Exercise Price of Derivative Security 0.28 0.88 1.2 1.75 ⁽⁵⁾ 1.95 ⁽⁵⁾	Form: Direct (D) or Indirect (I) (Instr. 5) D D D D D		

Explanation of Responses:

1. The options to which this note relates are subject to vesting in three (3) installments with one-third vesting immediately and the remaining shares vesting on the first and second anniversary of the Grant Date reported above.

2. The options to which this note relates vest in three (3) equal installments beginning on the date reported above.

3. The options to which this note relates are subject to the following vesting schedule: (i) 15,000 shares vesting immediately and (ii) the remaining shares vesting in three (3) equal installments on the anniversary of the Grant Date reported above.

4. This Form is being amended due to a miscalculation in the Exerciseable Date/Vesting schedule previously reported for these options.

5. Exercise price for these options are in Canadian Dollars.

6. The options to which this note relates vested 100% on the date reported above.

<u>D Scott Murray</u>

** Signature of Reporting Person

03/16/2007

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.