SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 Ad	dress of Reporting NALD W	2. Date of Event Requiring Statement (Month/Day/Year)		3. Issuer Name and Ticker or Trading Symbol <u>ADHEREX TECHNOLOGIES INC</u> [AMEX:ADH]							
(Last) 4620 CREEK	(First) STONE DRIVE	(Middle) C, SUITE 200	02/21/2007		4. Relationship of Reporting Pers (Check all applicable) X Director Officer (give title		son(s) to Issuer 10% Owner Other (specify		5. If Amendment, Date of Original Filed (Month/Day/Year) 03/05/2007		
(Street) DURHAM	URHAM NC 27703					below)	below)	6.	Individual or Joint/Group Filing (Check pplicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Tabla I. Nan	Derive		ouvition Donoficial	v Owned				
1. Title of Security (Instr. 4)				:	ative Securities Beneficial 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)		
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 Secur Underlying Derivative Securi		ity (Instr. 4) Conve or Exe		rcise Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiratio Date	on Title	9	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Stock Options (Right to buy)			02/28/2007 ⁽¹⁾	02/28/201	14	Common Stock	50,000	0.28	D		
Stock Options (Right to buy)			12/14/2006 ⁽²⁾	12/14/201	12	Common Stock	2,500	0.88	D		
Stock Options (Right to buy)			05/18/2005 ⁽³⁾⁽⁴⁾	05/18/201	12	Common Stock	1,000	1.2	D		
Stock Options (Right to buy)			05/18/2006 ⁽²⁾	05/18/201	12	Common Stock	18,621	1.2	D		
Stock Options (Right to buy)			09/21/2006 ⁽²⁾	09/21/201	12	Common Stock	40,000	1.2	D		
Stock Options (Right to buy)			05/03/2003	05/03/201	10	Common Stock	4,000	1.7(5)	D		
Stock Options (Right to buy)			05/21/2004	05/21/201	11	Common Stock	4,000	2.9 ⁽⁵⁾	D		
Stock Options (Right to buy)			03/31/2004	03/01/201	11	Common Stock	1,000	3.25 ⁽⁵⁾	D		
Stock Options (Right to buy)			03/01/2005 ⁽²⁾	03/01/201	11	Common Stock	18,621	3.25 ⁽⁵⁾	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 vested 100% on the 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.



03/16/2007

** 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.