

CYTOGEN CORP
Form 3
May 19, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â EUSA Pharma Inc

(Last) (First) (Middle)

HERITAGE GATEWAY
CENTRE,Â 1980 S. EASTON
ROAD, SUITE 250

(Street)

DOYLESTOWN,Â PAÂ 18901

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/08/2008

3. Issuer Name **and** Ticker or Trading Symbol
CYTOGEN CORP [NASD:CYTO]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

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

6. Individual or Joint/Group
Filing(Check Applicable Line)
X Form filed by One Reporting
Person
____ 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

36,093,873 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

**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.**

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

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EUSA Pharma Inc HERITAGE GATEWAY CENTRE 1980 S. EASTON ROAD, SUITE 250 DOYLESTOWN, PA 18901	Â	Â X	Â	Â

Signatures

/s/ Zoe Evans 05/08/2008

__Signature of Date
Reporting Person

Explanation of Responses:

- * 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).
- (1) On May 8, 2008, the Reporting Person acquired all of the issued and outstanding shares of common stock, \$0.01 par value, of the Issuer pursuant to an Agreement and Plan of Merger, dated March 10, 2008, among the Issuer, the Reporting Person, and EUSA Pharma (USA), Inc., a wholly-owned subsidiary of the Reporting Person. In the merger, EUSA Pharma (USA), Inc. merged with and into the Issuer. On May 8, 2008 a Form 25 was filed with the SEC to effect the delisting from The Nasdaq Global Market of the common stock of the Issuer. On May 9, 2008, a Form 15 was filed with the Securities and Exchange Commission (the "SEC") to suspend the Issuer's duty to file reports required by Section 13 of the Securities Exchange Act and to terminate the registration of the common stock of the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.