

CYTOGEN CORP

Form 3

November 16, 2007

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

J.P. Morgan Ventures CORP

(Last)

(First)

(Middle)

270 PARK AVENUE

(Street)

NEW

YORK, NY 10260-0060

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/14/2007

3. Issuer Name and Ticker or Trading Symbol
CYTOGEN CORP [CYTO]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)

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, par value \$0.01/share

3,602,000

D

A

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)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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				Shares		(I)	
						(Instr. 5)	
			Common				
			Stock, par				
Warrants ⁽¹⁾	12/29/2007	12/29/2012	value	1,000,000	\$ 2.231 ⁽²⁾	D	Â
			\$0.01 per				
			share				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
J.P. Morgan Ventures CORP				
270 PARK AVENUE	Â	Â X	Â	Â
NEW YORK, NY 10260-0060				

Signatures

Keith Stephan	11/16/2007
^{**} 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).

Issued by the Company to the Reporting Person on 6/28/2007. Pursuant to Section 2(d) of the Warrant, the Reporting Person does not have the right to exercise any portion of the Warrant after the Initial Exercise Date (12/29/2007) to the extent that, after giving effect to such exercise, the Reporting Person would beneficially own in excess of the Beneficial Ownership Limitation (4.99% of the shares outstanding immediately after such exercise). In addition, Section 2(d) of the Warrant further provides that the Reporting Person can waive the Beneficial Ownership Limitation of 4.99% and increase it to 9.99%, with 61 days notice to the Company, but the Beneficial Ownership Limitation may not be further waived. The Reporting Person has not provided notice of such waiver to the Company. Accordingly, for purposes of calculating when J.P. Morgan Ventures Corp. became a 10% beneficial owner of the Issuer's common equity securities, the Reporting Person is not the beneficial owner of the Warrants.

(2) Conversion ratio of one warrant into one share of Common Stock

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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