

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person HAUSMAN MARVIN S MD		2. Issuer Name and Ticker or Trading Symbol OXIS INTERNATIONAL INC [OXIS.OB]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President & CEO	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/06/2006		
16031 SW PLEASANT HILL RD. (Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
SHERWOOD, OR 97140 (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	11/06/2006		A ⁽¹⁾		347,222	A	\$ 0.18	1,834,636	D	
Common Stock	11/06/2006		A ⁽²⁾		500,000	A	\$ 0.20	2,334,636	D	
Common Stock	11/06/2006		A ⁽³⁾		69,444	A	\$ 0.18	2,404,080	D	

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. SEC 1474 (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 Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	V	(A)	(D)	Date Exercisable	Expiration Date				
Non-Qualified Stock Option (right to buy)	\$ 0.20	11/06/2006		A ⁽⁴⁾		495,000	01/15/2007	11/05/2016	Common Stock	495,000	\$ 0	1,209,695	D	
Common Stock Warrant (right to buy)	\$ 0.20	11/06/2006		A ⁽⁵⁾		1,505,000	11/14/2006	11/05/2016	Common Stock	1,505,000	\$ 0	2,714,695	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAUSMAN MARVIN S MD 16031 SW PLEASANT HILL RD. SHERWOOD, OR 97140	X		President & CEO	

Signatures

Michael D. Centron, attorney-in-fact for Marvin S. Hausman, M.D.	11/08/2006
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) Pursuant to an employment agreement dated November 6, 2006, Dr. Hausman was granted discounted shares valued at \$62,500.
- (2) Shares granted pursuant to an employment agreement dated November 6, 2006.

- (3) Pursuant to an employment agreement dated November 6, 2006, Dr. Hausman was granted shares valued at \$12,500 for office expenses.
- (4) Options granted pursuant to an employment agreement dated November 6, 2006. 247,500 options vest in four quarterly installments and 247,500 options vest in eight quarterly installments commencing on January 15, 2007.
- (5) Warrants issued pursuant to an employment agreement dated November 6, 2006 vest in six equal installments commencing on November 14, 2006 and are subject to repurchase rights.

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.