

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

**Form 8-K**

**Current Report**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date Of Report (Date Of Earliest Event Reported): **11/15/2006**



(Exact Name of Registrant as Specified in its Charter)

Commission File Number: **0-8092**

**DE**

(State or Other Jurisdiction of  
Incorporation or Organization)

**94-1620407**

(I.R.S. Employer  
Identification No.)

**323 Vintage Park Drive, Suite B, Foster City, California 94404**

(Address of Principal Executive Offices, Including Zip Code)

**650-212-2568**

(Registrant's Telephone Number, Including Area Code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act(17CFR240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act(17CFR240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act(17CFR240.13e-4(c))
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**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

(c) Departure of Principal Officers

Michael D. Centron, the Vice President and Chief Financial Officer of OXIS International, Inc. ("OXIS") resigned as an officer and employee of OXIS, effective November 15, 2006.

**Signature(s)**

Pursuant to the Requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the Undersigned hereunto duly authorized.

**OXIS INTERNATIONAL, INC.**

Date: November 15, 2006

By: /s/ MICHAEL D. CENTRON

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Michael D. Centron  
Title: Vice President and Chief Financial Officer