

(Print or Type Responses)

|   |  |   |  |                                   |   |   |            |  |  |   |  |
|---|--|---|--|-----------------------------------|---|---|------------|--|--|---|--|
| 1. Name and Address of Reporting Person *<br>RODELL TIMOTHY C JR                        |  |   | 2. Issuer Name and Ticker or Trading Symbol<br>OXIS INTERNATIONAL INC [OTTCBB]   |                                   |   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>_X_ Director                      10% Owner<br>____ Officer (give title below)                      Other (specify below) |            |  |  |   |  |
| (Last)                      (First)                      (Middle)<br>400 E 3RD AVE #704 |  |   | 3. Date of Earliest Transaction (Month/Day/Year)<br>06/30/2004                   |                                   |   |   |            |  |  |   |  |
| (Street)<br>DENVER, CO 80203  |  |   | 4. If Amendment, Date Original Filed(Month/Day/Year)<br>06/29/2004               |                                   |   | 6. Individual or Joint/Group Filing(Check Applicable Line)<br>_X_ Form filed by One Reporting Person<br>____ Form filed by More than One Reporting Person   |            |  |  |   |  |
| (City)                      (State)                      (Zip)                          |  |   | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |                                   |   |   |            |  |  |   |  |
| 1.Title of Security<br>(Instr. 3)   |  | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year)                            | 3. Transaction Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5)  |            | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) |  | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|   |  |   |  | Code                              | V | Amount  | (A) or (D) | Price  |  |   |  |

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<br>(e.g., puts, calls, warrants, options, convertible securities) |  |   |   |                                   |   |  |     |   |                 |  |                            |   |   |   |   |
|---|--|---|---|-----------------------------------|---|--|-----|---|-----------------|--|----------------------------|---|---|---|---|
| 1. Title of Derivative Security<br>(Instr. 3)   | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) |     | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) |                            | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|   |  |   |   |                                   |   |  |     |   |                 |  |                            |   |   |   |   |
|   |  |   |   | Code                              | V | (A)  | (D) | Date Exercisable  | Expiration Date | Title  | Amount or Number of Shares |   |   |   |   |
| Stock Option<br>(right to buy)  | \$ 0.57  | 06/22/2004                              |   | A                                 |   | 5,000  |     | 06/22/2004  | 06/21/2014      | common stock   | 5,000                      | \$ 0.57                                       | 301,327   | D   |   |

Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| RODELL TIMOTHY C JR<br>400 E 3RD AVE #704<br>DENVER, CO 80203 | X             |           |         |       |

Signatures

|                                 |  |            |
|---------------------------------|--|------------|
| Timothy Rodell                  |  | 06/30/2004 |
| **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).

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.