## FORM 4

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

OMB APPRO	VAL
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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 Ty	pe Response	es)													
1. Name and Address of Reporting Person* RODELL TIMOTHY C JR				2. Issuer Name and Ticker or Trading Symbol OXIS INTERNATIONAL INC [OTTCBB]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director 10% Owner					
(Last) (First) (Middle) 400 E 3RD AVE #704			3. Date of Earliest Transaction (Month/Day/Year) 06/30/2004						_ Officer (give	e title below)	Othe	r (specify below	7)		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year) 06/29/2004					_X_	6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person						
DENVER, CO 80203 (City) (State) (Zip)			Table I - Non-Derivative Securities Acqu					s Acquired	uired, Disposed of, or Beneficially Owned						
1.Title of S (Instr. 3)	1.Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year		2A. Deemed Execution Da r) (Month/Day/		Oate, if Code (Inst		e (A r. 8) (In	Securities Acqu ) or Disposed of str. 3, 4 and 5)  (A) or nount (D)	of (D) Ow Tra		Securities Be ing Reported	neficially 6. I O Fo D or (I	orm: I direct (D) or Indirect (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder:															474 (9-02)
Reminder:			Table II -					displays	orm are not re a currently v	valid OME	respond control n	unless the	e form		
		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transact	ts, calls 5. tion of Do See A (A Dr of (In	s, war Numb	rant per ve es d	in this fo	orm are not rest a currently vested of, or Bene exertible secure isable and te	valid OME eficially Ow ities)	o respond 3 control n vned nd Amount lying	unless the number.	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction((Instr. 4)	Ownershi Form of Derivativ Security: Direct (D or Indirect	(Instr. 4)
1. Title of Derivative Security	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date, if any	4. Transact	tts, calls 5. tion of Do N Se Al (A D of (II an	Numb ferivati ecuritic cquire A) or ispose f(D) nstr. 3, ad 5)	rant per ve es d	in this for displays  quired, Disposes, options, con  6. Date Exerci Expiration Da	orm are not rest a currently vested of, or Bene exertible secure isable and te	eficially Owities)  7. Title are of Underly Securities	o respond 3 control n vned nd Amount lying	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s	Ownershi Form of Derivativ Security: Direct (D or Indirects)	of Indirection Beneficial Ownersh (Instr. 4)

### **Reporting Owners**

D (1 0 N /	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
RODELL TIMOTHY C JR 400 E 3RD AVE #704 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.