

FORM 3

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

OMB APPROVAL	
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INITIAL STATEMENT OF 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 * AXONYX INC (Last) (First) (Middle) 500 SEVENTH AVENUE, 10TH FLOOR, (Street) NEW YORK, NY 10018 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/15/2004	3. Issuer Name and Ticker or Trading Symbol OXIS INTERNATIONAL INC [OXIS]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)
		6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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	13,912,571	D	
Common Stock	1,161,532	I	See Explanation (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AXONYX INC 500 SEVENTH AVENUE, 10TH FLOOR NEW YORK, NY 10018		X		
HAUSMAN MARVIN S MD 825 THIRD AVE 40TH FL NEW YORK, NY 10022			Chairman & CEO	

Signatures

Marvin S. Hausman, M.D.

**Signature of Reporting Person

01/20/2004

Date

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).

(1) Axonyx entered into agreements on January 15, 2004 with several stockholders of Oxis to acquire an aggregate of 13,912,571 shares of Oxis common stock in exchange for shares of Axonyx Common Stock, at an effective price of \$.586 per share. Marvin S. Hausman, M.D., Chairman and CEO of Axonyx, is an affiliate of Axonyx and beneficially owns 1,161,532 shares of Oxis common stock, and has authorized Axonyx to file this Report on his behalf.

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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