

XTL BIOPHARMACEUTICALS LTD
 Form 4
 February 06, 2008

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
EDELMAN JOSEPH

2. Issuer Name and Ticker or Trading Symbol
XTL BIOPHARMACEUTICALS LTD [XTLB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

JOSEPH EDELMAN, 499 PARK AVENUE, 25TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
02/04/2008

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)
Ordinary shares ⁽¹⁾	02/04/2008		P	517,000 A	\$ 3.8805 46,605,210	I	see footnote (2)
Ordinary shares	02/04/2008		P	131,600 A	\$ 3.8684 46,736,810	I	see footnote (2)
Ordinary shares ⁽¹⁾	02/05/2008		P	94,940 A	\$ 3.75 46,831,750	I	see footnote (2)
Ordinary shares	02/05/2008		P	141,940 A	\$ 46,973,690	I	see

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shares ⁽¹⁾						3.7874			footnote (2)
Ordinary shares	02/04/2008		P	33,000	A	\$ 3.8805	2,320,270	I	see footnote (3)
Ordinary shares	02/04/2008		P	8,400	A	\$ 3.8684	2,404,270	I	see footnote (3)
Ordinary shares	02/05/2008		P	6,060	A	\$ 3.75	2,410,330	I	see footnote (3)
Ordinary shares	02/05/2008		P	9,060	A	\$ 3.7874	2,419,390	I	see footnote (3)

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

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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 Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
EDELMAN JOSEPH JOSEPH EDELMAN 499 PARK AVENUE, 25TH FLOOR NEW YORK, NY 10022	X

