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BIOPHAN TECHNOLOGIES INC  
Form 8-K  
November 02, 2006

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 (Earliest event reported): October 31, 2006

BIOPHAN TECHNOLOGIES, INC.

-----  
(Exact name of registrant as specified in its charter)

Nevada	0-26057	82-0507874
----- (State or other jurisdiction of incorporation)	----- (Commission file number)	----- (I.R.S. Employer Identification No.)

150 Lucius Gordon Drive, Suite 215 West Henrietta, New York	----- 14586
----- (Address of principal executive offices)	----- (Zip code)

(585) 214-2441

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(Registrant's telephone number (including area code))

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 (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 -- Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.

On October 31, 2006, Ross B. Kenzie resigned as a member of our Board of Directors. Mr. Kenzie was a member of our Audit Committee and our Compensation Committee. Mr. Kenzie indicated that his decision to resign was not caused by a disagreement relating to our operations, policies or practices.

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Item 7.01. Regulation FD Disclosure

On November 2, 2006, we issued a press release announcing Mr. Kenzie's resignation, as reported in Item 5.02 above. A copy of the press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit Number	Description of Exhibit
99.1	Press Release entitled "Biophan Announces Resignation of Ross B. Kenzie from Board of Directors" issued by Biophan Technologies, Inc. on November 2, 2006

Signatures

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.

BIOPHAN TECHNOLOGIES, INC.

/s/ Darryl L. Canfield

Date: November 2, 2006

Darryl L. Canfield  
Vice-President, Treasurer and  
Chief Financial Officer