

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

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO  
REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

SEC MAIL RECEIVED  
FEB 05 2004  
WASH DC  
PROCESSED  
SECTION

OMB APPROVAL

OMB NUMBER: 3235-0076  
Expires: May 31, 2005  
Estimated average burden  
hours per response..... 1.00

SEC USE ONLY

Prefix Serial

DATE RECEIVED

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)

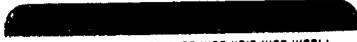
2004 Private Placement of Securities

1035354

Filing Under (Check box(es) that apply):  Rule 504  Rule 505  Rule 506  Section 4(6)  ULOE  
Type of Filing:  New Filing  Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer



04007146

Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)

Senesco Technologies, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)

303 George Street, Suite 420, New Brunswick, New Jersey 08901

Telephone Number (Including Area Code)

(732) 296-8400

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

Brief Description of Business:

Agrobio technology company

PROCESSED

FEB 06 2004

THOMSON FINANCIAL

Type of Business Organization

corporation  limited partnership, already formed  other (please specify):  
 business trust  limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization

09 1999  Actual

Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) DE

GENERAL INSTRUCTIONS

Federal:

*Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

*When To File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

*When to File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

*Filing Fee:* There is no federal filing fee.

*State:* This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

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**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:             Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)

**Ruedi Stalder**

Business or Residence Address            (Number and Street, City, State, Zip Code)

**c/o Senesco Technologies, Inc., 303 George Street, Suite 420, New Brunswick, New Jersey 08901**

Check Box(es) that Apply:             Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)

**Christopher Forbes**

Business or Residence Address            (Number and Street, City, State, Zip Code)

**c/o Senesco Technologies, Inc., 303 George Street, Suite 420, New Brunswick, New Jersey 08901**

Check Box(es) that Apply:             Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)

**Thomas C. Quick**

Business or Residence Address            (Number and Street, City, State, Zip Code)

**c/o Senesco Technologies, Inc., 303 George Street, Suite 420, New Brunswick, New Jersey 08901**

Check Box(es) that Apply:             Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)

**John E. Thompson, Ph.D.**

Business or Residence Address            (Number and Street, City, State, Zip Code)

**c/o Senesco Technologies, Inc., 303 George Street, Suite 420, New Brunswick, New Jersey 08901**

Check Box(es) that Apply:             Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)

**Bruce C. Galton**

Business or Residence Address            (Number and Street, City, State, Zip Code)

**c/o Senesco Technologies, Inc., 303 George Street, Suite 420, New Brunswick, New Jersey 08901**

Check Box(es) that Apply:             Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)

**David Rector**

Business or Residence Address            (Number and Street, City, State, Zip Code)

**c/o Senesco Technologies, Inc., 303 George Street, Suite 420, New Brunswick, New Jersey 08901**

Check Box(es) that Apply:             Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)

**John N. Braca**

Business or Residence Address            (Number and Street, City, State, Zip Code)

**c/o Senesco Technologies, Inc., 303 George Street, Suite 420, New Brunswick, New Jersey 08901**

Check Box(es) that Apply:             Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)

**Joel Brooks**

Business or Residence Address            (Number and Street, City, State, Zip Code)

**c/o Senesco Technologies, Inc., 303 George Street, Suite 420, New Brunswick, New Jersey 08901**

Check Box(es) that Apply:             Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)

**Sascha P. Fedyszyn**

Business or Residence Address            (Number and Street, City, State, Zip Code)

**c/o Senesco Technologies, Inc., 303 George Street, Suite 420, New Brunswick, New Jersey 08901**

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**B. INFORMATION ABOUT OFFERING**

- |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                     |                                           |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|-------------------------------------------|
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Yes<br><input type="checkbox"/>     | No<br><input checked="" type="checkbox"/> |
| Answer also in Appendix, Column 2, if filing under ULOE.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                     |                                           |
| 2. What is the minimum investment that will be accepted from any individual? .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | \$                                  | n/a                                       |
| 3. Does the offering permit joint ownership of a single unit? .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <input checked="" type="checkbox"/> | No<br><input type="checkbox"/>            |
| 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. |                                     |                                           |

Full Name (Last name first, if individual) \_\_\_\_\_

Business or Residence Address (Number and Street, City, State, Zip Code) \_\_\_\_\_

Name of Associated Broker or Dealer \_\_\_\_\_

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....

All States

|      |      |      |      |      |      |      |      |      |      |      |      |      |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

Full name (Last name first, if individual) \_\_\_\_\_

Business or Residence Address (Number and Street, City, State, Zip Code) \_\_\_\_\_

Name of Associated Broker or Dealer \_\_\_\_\_

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....

All States

|      |      |      |      |      |      |      |      |      |      |      |      |      |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

Full Name (Last name first, if individual) \_\_\_\_\_

Business or Residence Address (Number and Street, City, State, Zip Code) \_\_\_\_\_

Name of Associated Broker or Dealer \_\_\_\_\_

States in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....

All States

|      |      |      |      |      |      |      |      |      |      |      |      |      |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)



**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule? Yes  No

See Appendix, Column 5, for state response. **NOT APPLICABLE**

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law

**NOT APPLICABLE**

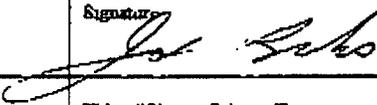
3. The undersigned issuer hereby undertakes to the state administrators, upon written request, information furnished by the issuer to officers

**NOT APPLICABLE**

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

**NOT APPLICABLE**

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

|                                                      |                                                                                                 |                          |
|------------------------------------------------------|-------------------------------------------------------------------------------------------------|--------------------------|
| Issuer (Print or Type)<br>Senesco Technologies, Inc. | Signature<br> | Date<br>January 30, 2004 |
| Name of Signor (Print or Type)<br>Joel Brooks        | Title of Signor (Print or Type)<br>Chief Financial Officer and Treasurer                        |                          |

**Instruction.**

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.



