

EDEN BIOSCIENCE CORP
Form 4
July 02, 2007

FORM 4

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

OMB APPROVAL

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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, 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 *
Value Fund Advisors, LLC

2. Issuer Name and Ticker or Trading Symbol
EDEN BIOSCIENCE CORP
[EDEN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

415 SOUTH BOSTON AVENUE, 9TH FLOOR

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/28/2007

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

TULSA, OK 74103

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

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 06/28/2007 | | P | 10,758 A \$ 1.0814 | 995,195 | I (1) | see footnote #1 |
| Common Stock | 06/29/2007 | | P | 3,179 A \$ 1.092 | 998,374 | I (2) | see footnote #2 |

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

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number.

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 Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| Value Fund Advisors, LLC 415 SOUTH BOSTON AVENUE 9TH FLOOR TULSA, OK 74103 | | X | | |
| Yorktown Avenue Capital, LLC C/O T. WAGMAN @ FREDERIC DORWART LAWYERS 124 EAST FOURTH STREET TULSA, OK 74103 | | X | | |
| Boston Avenue Capital 15 EAST 5TH STREET SUITE 3200 TULSA, OK 74103 | | X | | |
| Gillman Charles M 415 SOUTH BOSTON AVE 9TH FLOOR TULSA, OK 74103 | | X | | |

Signatures

Frederic Dorwart 07/02/2007

**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).
- (1) 272,633 shares are owned directly by Boston; 722,562 shares are owned directly by Yorktown.
- (2) 272,633 shares are directly owned by Boston; 725,741 shares are directly owned by Yorktown.

Remarks:

This is a joint filing with Value Fund Advisors, LLC (VFA) as the designated filer. Also included in this filing are Boston, Yorktown, and Value Fund Advisors, LLC.

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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