

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q/A

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the period ended January 31, 2004.

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from _____ to _____ .

Commission File Number: 1-9974

ENZO BIOCHEM, INC.

(Exact name of registrant as specified in its charter)

NEW YORK

13-2866202

(State or other jurisdiction
of incorporation or organization)

(IRS Employer Identification No.)

60 EXECUTIVE BOULEVARD, FARMINGDALE, NEW YORK 11735

(Address of principal executive offices and zip code)

(631) 755-5500

(Registrant's telephone number, including area code)

SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

Common Stock, \$0.01 par value

New York Stock Exchange

(Title of Class)

(Name of Each Exchange
on which Registered)

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT:

None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant has required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

As of February 26, 2003 the Registrant had 28,466,200
shares of Common Stock outstanding.

PORTIONS AMENDED

The Registrant hereby amends Part II Item 4 contained in the Registrant's Report on Form 10-Q for the quarterly period ended January 31, 2004 to provide information relating to the election of directors at the Registrant's Annual Meeting of Shareholders held on January 14, 2004. Except as set forth in Item 4, no other changes are made to the Company's Report on Form 10-Q for the quarterly period ended January 31, 2004.

PART II - OTHER INFORMATION

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

(a) The Annual Meeting of Stockholders was held on January 14, 2004.

(b) The following matters were voted upon and the results were as follows:

(1) Shahram Rabbani and Irwin C. Gerson were nominated by management and elected by the stockholders to serve as Class I Directors until the next Annual Meeting of Stockholders or until their respective successors are elected and shall qualify. The Stockholders voted 27,894,999 and 28,069,121 shares in the affirmative for Messrs. Rabbani and Gerson, respectively, and 571,946 and 397,824 shares withheld for Messrs. Rabbani and Gerson respectively.

(2) The Stockholders voted 27,976,368 shares in the affirmative with respect to the ratification of Ernst & Young LLP as the Company's independent auditors for the fiscal year ended July 31, 2004 and 488,941 shares against and 41,636 shares abstained.

SIGNATURE

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ENZO BIOCHEM, INC.
(registrant)

Date: May 28, 2004

by: /s/ Barry Weiner

Chief Financial Officer