

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

ACCESS PHARMACEUTICALS, INC.

(Name of Issuer)

COMMON STOCK, \$.01 PAR VALUE PER SHARE

(TITLE OF CLASS OF SECURITIES)

00431M100

(CUSIP Number)

Adam Eilenberg, Esq.
Ehrenreich Eilenberg Krause & Zivian LLP
11 East 44th Street, 11th Floor
New York, NY 10017
(212) 986-9700

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

July 20, 1999

(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

NOTE: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

* THE REMAINDER OF THIS COVER PAGE SHALL BE FILLED OUT FOR A REPORTING PERSON'S INITIAL FILING ON THIS FORM WITH RESPECT TO THE SUBJECT CLASS OF SECURITIES, AND FOR ANY SUBSEQUENT AMENDMENT CONTAINING INFORMATION WHICH WOULD ALTER DISCLOSURES PROVIDED IN A PRIOR COVER PAGE.

THE INFORMATION REQUIRED ON THE REMAINDER OF THIS COVER PAGE SHALL NOT BE DEEMED TO BE "FILED" FOR THE PURPOSE OF SECTION 18 OF THE SECURITIES EXCHANGE ACT OF 1934 ("ACT") OR OTHERWISE SUBJECT TO THE LIABILITIES OF THAT SECTION OF THE ACT BUT SHALL BE SUBJECT TO ALL OTHER PROVISIONS OF THE ACT (HOWEVER, SEE THE NOTES).

CUSIP No. 00431M100 13D

1 Name of Reporting Persons Howard P. Milstein
S.S. or I.R.S. Identification No.
of Above Person

2 Check the Appropriate Box If a Member (A)
of a Group (b)

3 SEC Use Only

4 Source of Funds OO,PF

5 Check Box If Disclosure of Legal Proceedings is Required Pursuant to Items 2(D) or 2(E)

6 Citizenship or Place of Organization USA

7 Sole Voting Power 738,588

Number of Shares

Beneficially

Owned 8 Shared Voting Power 0

by Each

Reporting

Person With

9 Sole Dispositive Power 738,588

10 Shared Dispositive Power 0

11 Aggregate Amount Beneficially Owned by Each Reporting Person 738,588

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented Amount in Row (11) 12.2%

14 Type of Reporting Person IN

CUSIP No. 00431M100 13D

1 Name of Reporting Persons Edward L. Milstein
S.S. or I.R.S. Identification No.
of Above Person

2 Check the Appropriate Box If a Member of a Group (A)
(b)

3 SEC Use Only

4 Source of Funds OO,PF

5 Check Box If Disclosure of Legal Proceedings is Required Pursuant to Items 2(D) or 2(E)

6 Citizenship or Place of Organization USA

7 Sole Voting Power 0

Number of Shares

Beneficially Owned

8 Shared Voting Power 0

by Each

Reporting

Person With

9 Sole Dispositive Power 0

10 Shared Dispositive Power 0

11 Aggregate Amount Beneficially Owned by Each Reporting Person 738,588

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented Amount in Row (11) 12.2%

14 Type of Reporting Person IN

CUSIP No. 00431M100 13D

1 Name of Reporting Persons S.S. or I.R.S. Identification No. of Above Person Lloyd Constantine

2 Check the Appropriate Box If a Member of a Group (A) (b)

3 SEC Use Only

4 Source of Funds OO,PF

5 Check Box If Disclosure of Legal Proceedings is Required Pursuant to Items 2(D) or 2(E)

6 Citizenship or Place of Organization USA

7 Sole Voting Power 0

Number of Shares

Beneficially

Owned 8 Shared Voting Power 0

by Each

Reporting

Person With 9 Sole Dispositive Power 0

10 Shared Dispositive Power 0

11 Aggregate Amount Beneficially Owned by Each Reporting Person 738,588

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented Amount in Row (11) 12.2%

14 Type of Reporting Person IN

CUSIP No. 00431M100 13D

1 Name of Reporting Persons Christine Ferer
S.S. or I.R.S. Identification No.
of Above Person

2 Check the Appropriate Box If a Member of a Group (A)
(b)

3 SEC Use Only

4 Source of Funds OO,PF

5 Check Box If Disclosure of Legal Proceedings is Required Pursuant to Items 2(D) or 2(E)

6 Citizenship or Place of Organization USA

7 Sole Voting Power 0

Number of Shares

Beneficially

Owned 8 Shared Voting Power 0

by Each

Reporting

Person With

9 Sole Dispositive Power 0

10 Shared Dispositive Power 0

11 Aggregate Amount Beneficially Owned by Each Reporting Person 738,588

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented Amount in Row (11) 12.2%

14 Type of Reporting Person IN

CUSIP No. 00431M100 13D

1 Name of Reporting Persons S.S. or I.R.S. Identification No. of Above Person Marcia Riklis

2 Check the Appropriate Box If a Member of a Group (A) (b)

3 SEC Use Only

4 Source of Funds OO,PF

5 Check Box If Disclosure of Legal Proceedings is Required Pursuant to Items 2(D) or 2(E)

6 Citizenship or Place of Organization USA

7 Sole Voting Power 0

Number of Shares

Beneficially

Owned 8 Shared Voting Power 0

by Each

Reporting

Person With _____
9 Sole Dispositive Power 0

10 Shared Dispositive Power 0

11 Aggregate Amount Beneficially Owned by Each Reporting Person 738,588

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented Amount in Row (11) 12.2%

14 Type of Reporting Person IN

CUSIP No. 00431M100 13D

1 Name of Reporting Persons S.S. or I.R.S. Identification No. of Above Person Linda Sincavage

2 Check the Appropriate Box If a Member of a Group (A) (b)

3 SEC Use Only

4 Source of Funds OO,PF

5 Check Box If Disclosure of Legal Proceedings is Required Pursuant to Items 2(D) or 2(E)

6 Citizenship or Place of Organization USA

7 Sole Voting Power 0

Number of Shares Beneficially Owned by Each Reporting Person With _____
8 Shared Voting Power 0

9 Sole Dispositive Power 0

10 Shared Dispositive Power 0

11 Aggregate Amount Beneficially Owned by Each Reporting Person 738,588

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented Amount in Row (11) 12.2%

14 Type of Reporting Person IN

CUSIP No. 00431M100 13D

1 Name of Reporting Persons S.S. or I.R.S. Identification No. of Above Person Eleanore Sniderman

2 Check the Appropriate Box If a Member of a Group (A) (b)

3 SEC Use Only

4 Source of Funds OO,PF

5 Check Box If Disclosure of Legal Proceedings is Required Pursuant to Items 2(D) or 2(E)

6 Citizenship or Place of Organization USA

7 Sole Voting Power 0

Number of Shares Beneficially Owned by Each Reporting Person With

8 Shared Voting Power 0

9 Sole Dispositive Power 0

10 Shared Dispositive Power 0

11 Aggregate Amount Beneficially Owned by Each Reporting Person 738,588

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented Amount in Row (11) 12.2%

14 Type of Reporting Person IN

CUSIP No. 00431M100 13D

1 Name of Reporting Persons S.S. or I.R.S. Identification No. of Above Person Marvin Sniderman

2 Check the Appropriate Box If a Member of a Group (A) (b)

3 SEC Use Only

4 Source of Funds OO,PF

5 Check Box If Disclosure of Legal Proceedings is Required Pursuant to Items 2(D) or 2(E)

6 Citizenship or Place of Organization USA

7 Sole Voting Power 0

Number of Shares Beneficially Owned by Each Reporting Person With

8 Shared Voting Power 0

9 Sole Dispositive Power 0

10 Shared Dispositive Power 0

11 Aggregate Amount Beneficially Owned by Each Reporting Person 738,588

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares

13	Percent of Class Represented Amount in Row (11)	12.2%
14	Type of Reporting Person	IN

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Item 1. Security and Issuer.

The title of the class of equity securities to which this statement relates is the common stock, \$.01 par value per share (the "Common Stock"), of Access Pharmaceuticals, Inc., a Delaware corporation (the "Company"). The principal executive offices of the Company are located at 2600 Stemmons Freeway, Suite 176, Dallas, Texas 75207.

Item 2. Identity and Background.

- (a) The Reporting Persons are Howard P. Milstein, Edward L. Milstein, Lloyd Constantine, Christine Ferrer, Marcia Riklis, Linda Sincavage, Marvin Sniderman, and Eleanore Sniderman.
- (b) The business address of Messrs. Milstein is c/o, Douglas Elliman Commercial, 575 Madison Avenue, New York, New York 10022; the address of Lloyd Constantine is 10 West 66th Street, New York, New York 10022; the address of Christine Ferrer is 1107 Fifth Avenue, New York, NY 10128; the address of Marcia Riklis is 895 Park Avenue, New York, NY 10022; the address of Linda Sincavage is 123-40 83rd Avenue, Kew Gardens, NY 11415; and the address of Mr. and Ms. Sniderman is 5633 Callowhill St., Pittsburgh, PA 15206.
- (c) Each of the reporting persons is a private investor.
- (d) None of the Reporting Persons has been convicted during the past five years in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) None of the Reporting Persons has been, during the last five years, a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and has not and is not subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) All of the Reporting Persons are citizens of the United States.

Item 3. Source and Amount of Funds or Other Consideration.

In connection with a private placement of Common Stock of the Company in June 1998, the Reporting Persons acquired 166,666 shares of Common Stock at a price of \$3.00 per share. The funds for the purchase were personal and the amount was \$500,000.

In connection with a private placement of Common Stock of the Company on July 20, 1999, the Reporting Persons acquired 500,000 shares of Common Stock at a price of \$2.00 per share. The funds for the purchase were personal and the amount was \$1,000,000.

In connection with the July 1999 merger between the Company and Virologix Corporation ("Virologix"), Mr. Milstein received 71,922 shares of Common Stock in exchange for his shares of Virologix common and preferred stock.

Item 4. Purpose of Transaction.

Such acquisitions of securities were made for investment purposes.

The Reporting Persons have no plans or proposals which would relate to or would result in:

- (a) the acquisition by any person of additional securities of the Company, or the disposition of securities of the Company;
- (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Company;
- (c) a sale or transfer of a material amount of assets of the Company;
- (d) any change in the present board of directors or management of the Company;
- (e) any material change in the present capitalization or dividend policy of the Company;
- (f) any other material change in the Company's business or corporate structure;
- (g) changes in the Company's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Company by any person;
- (h) causing a class of securities of the Company to be delisted from a national securities exchange or cease to be authorized to be quoted on an inter-dealer quotation system of a registered national securities association;
- (i) a class of equity securities of the Company becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Act of 1933; or
- (j) any action similar to those enumerated above.

Item 5. Interest in Securities of the Issuer.

See Items 7 through 11 on the cover page

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Mr. Howard Milstein and the Issuer entered into subscription agreements and registration rights agreements in connection with the purchases of the shares of Common Stock. In addition, the Reporting Persons entered into an agreement among themselves regarding their ownership of the shares of Common Stock. The agreement provides for the beneficial ownership of shares by the members of the group as follows: Mr. Howard Milstein: 185,544 shares; Mr. Edward Milstein: 185,544 shares; Mr. Constantine: 25,000 shares; Mr. Sniderman: 66,667 shares; Ms. Ferer: 83,333 shares; Ms. Riklis: 125,000 shares; Ms. Sniderman: 62,500 shares; and Ms. Sincavage: 5,000 shares. The agreement also provides that Mr. Howard Milstein has sole voting power and dispositive power with regard to all of the shares of Common Stock.

Item 7. Materials to be Filed as Exhibits.

Agreement Among the Reporting Persons, dated as of July 20, 1999.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, correct and complete.

Dated: As of July 20, 1999
September 30, 1999

/s/ Howard P. Milstein

Agreement dated as of July 20, 1999 among Howard Milstein, c/o Douglas Elliman, 575 Madison Avenue, New York, NY 10022 (the "Record Holder"), Edward Milstein, c/o Douglas Elliman, 575 Madison Avenue, New York, NY 10022, Lloyd Constantine, 10 W. 66th Street, New York, NY 10022, Christine Ferer, 1107 Fifth Avenue, New York, NY 10128, Marcia Riklis, 895 Park Avenue, New York, NY 10022, Linda Sincavage, 123-40 83rd Avenue, Kew Gardens, NY 11415, Marvin Sniderman, 5633 Callowhill St., Pittsburgh, PA 15206 and Eleanore Sniderman, 5633 Callowhill St., Pittsburgh, PA 15206 (collectively, the "Beneficial Holders").

Access Pharmaceuticals, Inc. (the "Company") has issued, as of the date hereof (i) 738,588 shares of its common stock (the "Shares") in the name of the Record Holder.

The parties have agreed that notwithstanding the record ownership of the shares, the Beneficial Owners shall have beneficial ownership as set forth herein, and the parties desire to reflect their understanding and agreement as to the ownership thereof, as to the transfer, disposition and voting of the Shares.

The parties also acknowledge that they are acting as a "group", as defined in Rule 13d-5(b)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), with respect to the Shares and desire to authorize the Record Holder to act on behalf of the parties in filing a Schedule 13D and all amendments thereto.

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereby agree as follows:

1. Beneficial Ownership of the Shares and the Proceeds of Sale. The parties agree that their percentage beneficial interest in the Shares is as follows:

Name	No. of Shares Beneficially Owned
Howard Milstein	185,544
Edward Milstein	185,544
Lloyd Constantine	25,000
Christine Ferer	83,333
Marcia Riklis	125,000
Linda Sincavage	5,000
Marvin Sniderman	66,667
Eleanore Sniderman	62,500

2. Disposition and Transfer of the Shares and Option Shares; Exercise, Disposition and Transfer of the Option. The parties acknowledge and agree that the Record Holder shall have the sole power to dispose or transfer the Shares.

3. Calculation of Net Profits or Losses, Net Proceeds. The Record Holder has the sole authority to calculate the net profits or losses resulting from the sale of the Shares. In the

event of a sale of the Shares, the Record Holder shall promptly send to the parties his calculations of such net profits and net proceeds.

4. Voting Power with Respect to the Shares. The parties acknowledge that the Record Holder shall have sole voting power with respect to the Shares.

5. Schedule 13D Filings and Amendments. The parties hereby authorize the Record Holder to prepare, sign and file on their behalf all Schedule 13D reports, and amendments thereto, with the Securities and Exchange Commission with respect to the Shares.

6. Representations and Warranties of Beneficial Owners The Beneficial Owners each represent and warrant to the Record Holder that he or she has received a copy of the Subscription Agreements relating to the acquisitions of the Shares between the Record Owner and the Company (the "Subscription

Agreement") and the Registration Rights Agreement among the Company, the Record Holder and certain other purchasers of shares of Common Stock of the Company (the "Registration Agreement") and agrees that the terms and conditions therein, in particular the representations and warranties of the purchaser provided the Subscription Agreement, are incorporated herein by reference in full as if he was a signatory to such agreements and govern his beneficial ownership in the Shares. They also acknowledge that the Company is a third-party beneficiary of the provisions of this Section 6.

The Beneficial Owners each represent and warrant that he or she (a) has not during the past five years been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); (b) has not been, during the last five years, a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and has not and is not subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws; and (c) is a citizen of the United States.

7. Miscellaneous. This Agreement constitutes the entire agreement between the parties and may not be amended without the written agreement of each of them. This Agreement is governed by the laws of the State of New York and may be executed in counterparts, which, taken together, shall constitute one Agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date set forth herein.

/s/ Howard Milstein ----- Howard Milstein	/s/ Marcia Riklis ----- Marcia Riklis
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/s/ Edward Milstein ----- Edward Milstein	/s/ Linda Sincavage ----- Linda Sincavage
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/s/ Lloyd Constantine ----- Lloyd Constantine	/s/ Marvin Sniderman ----- Marvin Sniderman
---	---

/s/ Christine Ferer ----- Christine Ferer	/s/ Eleanore Sniderman ----- Eleanore Sniderman
---	---