

INTERLEUKIN GENETICS INC
Form 4
June 13, 2008

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 *
PYXIS INNOVATIONS INC

2. Issuer Name and Ticker or Trading Symbol
INTERLEUKIN GENETICS INC
[ILI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
7575 FULTON STREET EAST

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/11/2008

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

ADA, MI 49355-0001

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	06/11/2008		C		943,032 (1)	A	\$ 0.6392 (1)
					6,884,057	D	

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

__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) Pyxis held a convertible promissory note issued by the Issuer with an aggregate original principal amount of \$595,336 which it elected to convert on June 11, 2008. The original principal amount of the convertible promissory note, plus accrued interest thereon, was convertible into common stock at any time at a conversion price equal to two times the conversion price of the Issuer's Series A Preferred Stock in effect at the time of the conversion and the note was convertible at any time at the option of Pyxis.

(2) Pyxis was issued a convertible promissory note issued by the Issuer with an original principal amount of \$4,000,000. The original principal amount of the convertible promissory note, plus accrued interest thereon, is convertible into the Issuer's common stock at any time at the option of Pyxis. This promissory note will be convertible into shares of common stock at a conversion price equal to two times the conversion price of the Issuer's Series A Preferred Stock in effect at the time of conversion. As of June 11, 2008, the convertible promissory note would have been convertible into 704,436 shares of the Issuer's common stock.

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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