

CZIRR JAMES C
Form 5/A
February 07, 2008

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
CZIRR JAMES C

2. Issuer Name and Ticker or Trading Symbol
PRO PHARMACEUTICALS INC
[prw]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2007

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

425 JANISH DR
(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/07/2008

6. Individual or Joint/Group Reporting
(check applicable line)

SANDPOINT, ID 83864

___X___ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| common stock | 12/28/2007 | ^ | G4 | Amount (A) or (D) Price 198,000 (1) D \$ 0 | 3,970,268 | D | ^ |
| common | 12/28/2007 | ^ | G4 | 198,000 (1) A \$ 0 | 616,200 (2) | I | By Trust and Minor Childred (2) |
| common stock | 12/28/2007 | ^ | G4 | 2,000 D \$ 0 | 3,970,268 | D | ^ |

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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)

| 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 Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|-----|--|------------------|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Series A 12% Convertible Preferred Shares | \$ 1 ⁽³⁾ | 11/09/2007 | Â | P | 100,000 | Â | 05/08/2008 | Â ⁽³⁾ | Common Stock |
| Common Stock Warrant (right to buy) | \$ 1.5 | 11/09/2007 | Â | P | 100,000 | Â | 05/08/2008 | 11/09/2011 | Common Stock |
| Common Stock Warrant (right to buy) | \$ 2 | 11/09/2007 | Â | P | 100,000 | Â | 05/08/2008 | 11/09/2011 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CZIRR JAMES C 425 JANISH DR SANDPOINT, ID 83864 | Â | Â X | Â | Â |

Signatures

/s/ James C Czirr 02/07/2008
 **Signature of Date
 Reporting Person

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) The reporting person contributed 198,000 shares of ProPharmaceuticals common stock to an irrevocable charitable remainder trust of which the reporting person is the trustee and sole non-charitable beneficiary
- (2) 588,000 shares owned by Trust, 28,200 shares owned by minor child

The Series A 12% Convertible Preferred Stock (i) accrues interest at 12% per annum payable at the issuer's option in cash or shares of the issuer's common stock valued per share at the higher of \$1.00 or 100% of the value weighted average price of the issuer's common stock for the 20 consecutive trading days prior to the applicable dividend payment date, (ii) is convertible at any time at the option of the holder for the 20 consecutive trading days prior to the applicable dividend payment date, (iii) is subject to the issuer's right to require conversion if the closing price of the issuer's common stock exceeds \$3.00 for 15 consecutive trading days and a registration statement covering the resale of the shares of common stock issuable upon such mandatory conversion is then in effect, and (iv) has no expiration date.

- (3) to one share of the issuer's common stock, subject to adjustment in the event of a stock dividend, stock split or combination, reclassification or similar event, (iii) is subject to the issuer's right to require conversion if the closing price of the issuer's common stock exceeds \$3.00 for 15 consecutive trading days and a registration statement covering the resale of the shares of common stock issuable upon such mandatory conversion is then in effect, and (iv) has no expiration date.
- (4) The reported securities are included within 100,000 Units purchased by the reporting person for \$1.00 per Unit. Each Unit consists of one share of Series A 12% Convertible Preferred Stock, one warrant exercisable for \$1.50 to purchase one share of the issuer's common stock, and one warrant exercisable for \$2.00 to purchase one share of the issuer's common stock.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.