Edgar Filing: ROME JERALD K - Form 4

| February 25, 2005 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB APPROVAL Check this box if no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES OMB APPROVAL Form 4 or Form 5 erepanse. Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction 10b. 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 Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1940 Section 16(a) of the Securities Exchange Act of 1934. Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Investment Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Investment Company Act of 1940 Section 17(a) of the Investment Company Act of 1940 Section 16(a) the Investment Company Act of 1940 Section 16(a) the Investment Company Act of 1940 Section 16(a) the Investment Company Act of 1940 (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Section 16(a) the Investment Company Act of 1940 Section 16(a) the Investment Company Act of 1940 (Cive Kerl Section 16(a) the Investment Date Original Fided(Month/Day/Year) Section 16(a | ROME JERALD | К | | | | | | | | | | |
|--|--|-----------------|---|-----------------------------------|-----------------------------------|---------------------------------------|---|----------------------------------|---|--|-------------------------------------|--|
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB APPROVAL Mumber: 3235-0287 Check this box if no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES OMB State darage burden hours per response Expires: January 31, 2005 Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may contine. State Merida average burden hours per response 0.5 See Instruction 1(b). Site of the Public Utility Holding Company Act of 1940 1(b). 1935 or Section State average burden hours per response 0.5 Print or Type Responses) 2. Issuer Name and Ticker or Trading Symbol PRO PHARMACEUTICALS INC [PRW] 5. Relationship of Reporting Person(s) to Issuer Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) | Form 4 | - | | | | | | | | | | |
| Check this box Washington, D.C. 20549 OMB 3235-0287 Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Lanuary 31 Section 16. SECURITIES Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1935 or Section See Instruction 30(h) of the Investment Company Act of 1940 Issuer (Check all applicable) I(b). PRO PHARMACEUTICALS INC (Check all applicable) Issuer ROME JERALD K Symbol Symbol Issuer PRO PHARMACEUTICALS INC (Check all applicable) Officer (give title Officer (give title (Last) (First) (Middle) 3. Date of Earliest Transaction -X_Director Officer (give title Other (specify below) VC/O PRO-PHARMACEUTICALS, NC (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Applicable Line) -X_Form filed by More than One Reporting Person VC(Try) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. | | | ~~ . ~~ ~ | a a a | | | ~~~ | ~ ~ ~ | | | PPROVAL | |
| if no longer subject to Section 16. Form 4 or Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction 1(b). Print or Type Responses) 1. Name and Address of Reporting Person 2 (Last) (First) (Middle) (Last) (First) (Middle) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (City) (State) (Zip) Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date (Zip) Table 1 - Non-Derivative Securities S. Amount of Securities S. Amount of Securities S. Amount of (Month/Day/Year) (Code Disposed of (D) Beneficially (D) or Indirect Beneficiall (Month/Day/Year) (D) Indirect Beneficiall (D) Indirect Beneficiall | | UNITED | STATES | | | | | GE C | OMMISSIO | ONID | | |
| 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer ROME JERALD K Symbol PRO PHARMACEUTICALS INC [PRW] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) -X_Director 10% Owner C/O PRO-PHARMACEUTICALS, INC., 189 WELLS AVENUE, SUITE 200 02/24/2005 -X_Director 10% Owner (specify below) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) NEWTON, MA 02459 -X_Form filed by One Reporting Person Form filed by One Reporting Person Form filed by More than One Reporting Person Form filed by More than One Reporting Person Security (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of Security 2. Transaction Date 3. 4. Securities 5. Amount of Securities Form: Direct Indirect Indirect (Instr. 3) Month/Day/Year) 3. 4. Securities Securities Courties Securities Form: Direct Indirect Beneficially 5. Amount of Securities Beneficially 6. Ownership 7. Nature of Securities Beneficially | if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction | Filed put | SECURITIES Insuant to Section 16(a) of the Securities Exchange Act of 1934, (a) of the Public Utility Holding Company Act of 1935 or Section | | | | | | Estimated burden hou response | 2005 average urs per | | |
| ROME JERALD K Symbol PRO PHARMACEUTICALS INC [PRW] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 0. Officer (give title 00% Owner (Month/Day/Year) 0. Officer (give title 0. Other (specify below) 0. Defined by Morer (specify below) 0. Defined by Morer (specify below) 0. Defined by More Filing(Check Applicable Line) X_ Form filed by One Reporting Person Form filed by More than One Reporting NEWTON, MA 02459 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Security (D) or Indirect Beneficially (D) or | (Print or Type Respon | ises) | | | | | | | | | | |
| (Month/Day/Year) (Month/Day/Year) C/O PRO-PHARMACEUTICALS, INC., 189 WELLS AVENUE, SUITE 200 (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) 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 2. Transaction Date (Month/Day/Year) 3. 4. Securities TransactionAcquired (A) or Code 5. Amount of Securities 6. Ownership Form: Direct 7. Nature of Indirect | ROME JERALD K S | | | Symbol PRO PHARMACEUTICALS INC | | | | Issuer | | | | |
| Filed(Month/Day/Year) Applicable Line) .X_ Form filed by One Reporting Person .X_ Form filed by One Reporting Person | C/O PRO-PHARI INC., 189 WELL | MACEUTI | CALS, | (Month/I | Day/Year) | ransaction | | | Officer (gi | ve title Oth | | |
| (City)(State)(Zip)Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any3.4. Securities TransactionAcquired (A) or Disposed of (D)5. Amount of Securities6. Ownership Form: Direct7. Nature of Indirect(Instr. 3)anyCodeDisposed of (D)Beneficially(D) or IndirectBeneficial | Filed(M | | | | led(Month/Day/Year) | | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| 1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed3.4. Securities5. Amount of Securities6. Ownership Form: Direct7. Nature of Indirect(Instr. 3)anyCodeDisposed of (D)Beneficially(D) or IndirectBeneficial | | | (7: | | | | | | | | | |
| Security(Month/Day/Year)Execution Date, if anyTransactionAcquired (A) or Disposed of (D)SecuritiesForm: DirectIndirectInstr. 3)anyCodeDisposed of (D)Beneficially(D) or IndirectBeneficial | (City) (S | State) | (Zip) | Tab | le I - Non-I | Derivative | Securitie | es Acqu | uired, Disposed | of, or Beneficia | lly Owned | |
| (A) or (A) (A) (A) (A) (A) (A) (A) (A) (A) (A) | | | Execution any | Date, if | Transaction Code (Instr. 8) | nAcquired Disposed (Instr. 3, 4 | (A) or of (D) 4 and 5) (A) or | Se Be Ov Fo Re Tr | ccurities eneficially wned ollowing eported ansaction(s) | Form: Direct (D) or Indirect (I) | Indirect Beneficial Ownership | |
| Code V Amount (D) Price (Line 1) Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. | Reminder: Report on | a separate line | e for each els | ass of sec | | | | ice | | | | |

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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| 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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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 I S (|
|---|---|---|---|---|---------|--|--------------------|---|--|------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Employee Stock Option (right to buy) | \$ 2.7 | 02/24/2005 | | A | 7,500 | <u>(1)</u> | 02/24/2009 | Common Stock | 7,500 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| ROME JERALD K C/O PRO-PHARMACEUTICALS, INC. 189 WELLS AVENUE, SUITE 200 NEWTON, MA 02459 | Х | | | | | |
| Signatures | | | | | | |
| /s/ Maureen Foley, Attorney-in-fact for Je Rome | 02/24/2005 | | | | | |
| **Signature of Reporting Person | | | Date | | | |
| Explanation of Respons | ses: | | | | | |

- * 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) Immed.

Note: File three copies of this Form, one of which must be manually signed. If space 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. ee 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).(1)One-fourth (1/4th) of the shares shall vest one year after the Grant Date and the remainder of the shares will vest on the first day of each month thereafter over the following three (3) years at a rate of 1/48th of the shares each month.(2)Option vests as follows: 25% vest on 5/18/07; 1/48th vesting monthly following three years. Note: File three copies of this Form, one of which must be manually signed. If space 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.