

Lazarev Alexander V
Form 4
October 07, 2011

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lazarev Alexander V

2. Issuer Name **and** Ticker or Trading
Symbol
PRESSURE BIOSCIENCES INC
[PBIO]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
18 WINCHESTER DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2011

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
VP OF RandD

LEXINGTON, MA US 02420

(City) (State) (Zip)

4. If Amendment, Date Original
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

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 Beneficial Ownership (Instr. 4)
Common Stock	09/30/2011		C	V Amount (A) or (D) Price 5,610 A \$ 1.15	6,280	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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. 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 Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Series A Convertible Preferred Stock	\$ 1.15	09/30/2011		C	561	02/12/2009 <u>(1)</u>	Common Stock 5,0
30-Month Common Stock Purchase Warrant	\$ 2	09/30/2011		D	4,350	<u>(3)</u> 08/11/2012	Common Stock 4,3
30-Month Common Stock Purchase Warrant	\$ 0.9	09/30/2011		A	4,350	<u>(3)</u> 08/12/2015	Common Stock 4,3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lazarev Alexander V 18 WINCHESTER DRIVE LEXINGTON, MA US 02420			VP OF RandD	

Signatures

Richard T Schumacher, Attorney
in fact 10/07/2011

__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) The Series A Convertible Preferred Stock has no expiration date.

Pursuant to a certain Securities Purchase Agreement, dated February 12, 2009, among the Company, the Reporting Person and the other purchasers named therein, the Reporting Person purchased 435 "Units" at a purchase price of \$11.50 per Unit. Each Unit consisted of (i) one share of Series A Convertible Preferred Stock, (ii) a warrant to purchase one share of Series A Convertible Preferred Stock, which warrant is exercisable until May 12, 2010 and (iii) a warrant to purchase 10 shares of Common Stock, which warrant is exercisable until August 12, 2015.

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- (3) The two reported transactions involved an amendment of an outstanding warrant, resulting in the deemed cancellation of the old warrant and the grant of a replacement warrant.

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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