HEMISPHERX BIOPHARMA INC

Form 5

January 26, 2007

# FORM 5

**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).

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

OMB APPROVAL

| | |
|---|---|
| OMB Number: | 3235-0362 |
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| Estimated average burden hours per response... | 1.0 |

1. Name and Address of Reporting Person [*]
ETHERIDGE RANSOM

| (Last) | (First) | (Middle) |
|---|---|---|

2610 POTTER RD,Â STE 200

(Street)

VIRGINIA BEACH,Â VAÂ 23452

| (City) | (State) | (Zip) |
|---|---|---|

2. Issuer Name **and** Ticker or Trading Symbol
**HEMISPHERX BIOPHARMA INC [HEB]**

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title _____ Other (specify below) below)
Secretary & General Counsel

6. Individual or Joint/Group Reporting

(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 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) |
|---|---|---|---|---|---|---|---|---|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | 03/31/2006 | Â | A4 | 3,472 | A | $ 3.6 | 143,319 | D | Â |
| Common Stock | 06/30/2006 | Â | A4 | 4,921 | A | $ 2.54 | 143,319 | D | Â |
| Common Stock | 09/30/2006 | Â | A4 | 6,684 | A | $ 1.87 | 143,319 | D | Â |
| Common Stock | 12/31/2006 | Â | A4 | 5,682 | A | $ 2.2 | 143,319 | D | Â |

**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 Underlying Security (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |
| Options | $ 3.86 | 02/24/2006 | Â | A | 50,000 | Â | 02/24/2006 | 02/24/2016 | Common Stock | 5 |
| Options | $ 3.86 | 08/14/2006 | Â | G4 | Â | 50,000 | 08/14/2006 | 02/24/2016 | Common Stock | 5 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| ETHERIDGE RANSOM 2610 POTTER RD STE 200 VIRGINIA BEACH,Â VAÂ 23452 | Â X | Â | Â Secretary & General Counsel | Â |

# Signatures

| | |
|---|---|
| Ransom W. Etheridge | 01/26/2007 |
| **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).

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.