Lazarev Alexander V Form 4 April 29, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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(b).

(Last)

(City)

Security

(Instr. 3)

1. Name and Address of Reporting Person *

(First)

Lazarev Alexander V

2. Issuer Name and Ticker or Trading Symbol

PRESSURE BIOSCIENCES INC

3. Date of Earliest Transaction

[PBIO]

(Month/Day/Year) 04/27/2010

18 WINCHESTER DRIVE (Street)

(Middle)

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

(A)

LEXINGTON, MA US 02420

(State)

(Month/Day/Year)

1. Title of 2. Transaction Date 2A. Deemed

3. Execution Date, if Code (Month/Day/Year)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities

Code V Amount (D) Price

Securities Owned Reported

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of Beneficially Following

Issuer

below)

Director

Applicable Line)

X_ Officer (give title

6. Ownership Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

7. Nature of Indirect Ownership (Instr. 4)

10% Owner

Other (specify

OMB APPROVAL

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January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

VP of RandD

6. Individual or Joint/Group Filing(Check

Estimated average

burden hours per

Transaction(s) (Instr. 3 and 4)

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

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

5. Number 4. Transactionof Code Derivative 6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securiti (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	ĺ	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Share
15-Month Preferred Stock Purchase Warrant	\$ 12.5	04/27/2010		M			435	02/12/2009	05/12/2010	Common Stock	4,35
Series A Convertible Preferred Stock	\$ 0	04/27/2010		M		435		02/12/2009(1)	<u>(2)</u>	Common Stock	4,35
Series A Convertible Preferred Stock	\$ 0	04/27/2010		F			309	02/12/2009(1)	(2)	Common Stock	3,09

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Maine / Address	

Director 10% Owner Officer Other

Lazarev Alexander V

18 WINCHESTER DRIVE VP of RandD LEXINGTON, MA US 02420

Signatures

Richard T. Schumacher, Attorney

in fact 04/29/2010

**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).

The terms of the Series A Convertible Preferred Stock contain a limitation on conversion which prevents the Reporting Person from converting shares of Series A Convertible Preferred Stock into shares of Common Stock if, after giving effect to the conversion, the

- (1) Reporting Person would beneficially own more than 4.99% of the outstanding shares of Common Stock. The Reporting Person may elect to increase this limitation to 9.99%, 14.99% or 19.99%, upon not less than 61 days prior written notice to the Company. The Reporting Person disclaims beneficial ownership of such securities except to the extent of the Reporting Person's pecuniary interest in such securities.
- (2) The Series A Convertible Preferred Stock has no expiration date.

Reporting Owners 2

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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.