Lawrence Nathan Form 4 August 12, 2011

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Lawrence Nathan Issuer Symbol

> PRESSURE BIOSCIENCES INC [PBIO]

(Check all applicable)

3. Date of Earliest Transaction (Last) (First) (Middle)

(Month/Day/Year)

4. If Amendment, Date Original

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

VP OF MARKETING

51 BELMONT STREET, UNIT B-1, 08/10/2011

BLDG. 1

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

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

SOUTH EASTON, MA US 02375

(Street)

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of

1. Title of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 3, 4 and 5) Indirect (I) Ownership (Instr. 8) Owned (Instr. 4) Following (Instr. 4)

> Reported (A) Transaction(s) or (Instr. 3 and 4)

Price Code V Amount (D)

COMMON 08/10/2011 J(1)\$0 167 A 7,583 D **STOCK**

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

Edgar Filing: Lawrence Nathan - Form 4

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. Transactio Code (Instr. 8)	5. Numb orDerivativ Securitie Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
30-Month Common Stock Purchase Warrant	\$ 2	08/10/2011		D(2)		5,220	<u>(2)</u>	08/11/2011	Common Stock	5,220
30-Month Common Stock Purchase Warrant	\$ 2	08/10/2011		A(2)	5,220		(2)	08/11/2012	Common Stock	5,220

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Lawrence Nathan 51 BELMONT STREET, UNIT B-1, BLDG. 1 SOUTH EASTON, MA US 02375

VP OF MARKETING

Signatures

Richard T Schumacher, Attorney in fact 08/12/2011

**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 shares acquired are the result of a 5% stock dividend on Pressure BioSciences, Inc. Series A Convertible Preferred Stock.
- (2) 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. The Board of Directors extended the expiration date to August 11, 2012.

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.

Reporting Owners 2