

Lawrence Nathan
Form 4
August 17, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Lawrence Nathan

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)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP of Marketing

51 BELMONT STREET, UNIT B-1,
BLDG. 1

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SOUTH EASTON, MA US 02375

(City) (State) (Zip)

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option	\$ 3.34	08/15/2012 ⁽¹⁾	D		50,000		<u>(1)</u>	08/05/2015	Common Stock	50,000
Incentive Stock Option	\$ 1	08/15/2012 ⁽¹⁾	A		50,000		<u>(1)</u>	08/05/2015	Common Stock	50,000
Incentive Stock Option	\$ 3.88	08/15/2012 ⁽¹⁾	D		10,000		<u>(1)</u>	03/02/2016	Common Stock	10,000
Incentive Stock Option	\$ 1	08/15/2012 ⁽¹⁾	A		10,000		<u>(1)</u>	03/02/2016	Common Stock	10,000
Incentive Stock Option	\$ 2.75	08/15/2012 ⁽¹⁾	D		10,000		<u>(1)</u>	09/25/2018	Common Stock	10,000
Incentive Stock Option	\$ 1	08/15/2012 ⁽¹⁾	A		10,000		<u>(1)</u>	09/25/2018	Common Stock	10,000
Incentive Stock Option	\$ 0.77	08/15/2012 ⁽¹⁾	D		35,000		<u>(1)</u>	03/12/2019	Common Stock	35,000
Incentive Stock Option	\$ 0.6	08/15/2012 ⁽¹⁾	A		35,000		<u>(1)</u>	03/12/2019	Common Stock	35,000
Incentive Stock Option	\$ 1.05	08/15/2012 ⁽¹⁾	D		15,000		<u>(1)</u>	09/09/2021	Common Stock	15,000
Incentive Stock Option	\$ 1	08/15/2012 ⁽¹⁾	A		15,000		<u>(1)</u>	09/09/2021	Common Stock	15,000
Incentive Stock Option	\$ 0.8	08/15/2012 ⁽¹⁾	D		15,000		<u>(1)</u>	03/13/2022	Common Stock	15,000
Incentive Stock Option	\$ 0.6	08/15/2012 ⁽¹⁾	A		15,000		<u>(1)</u>	03/13/2022	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

08/17/2012

__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 reported transactions involved an amendment of an outstanding stock option, resulting in the deemed cancellation of the old stock option and the grant of a replacement stock option.

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.