PRESSURE BIOSCIENCES INC

Form 4

February 17, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

7. Nature of

Ownership (Instr. 4)

Indirect

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

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

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).

1. Name and Address of Reporting Person * FRITZSCHE R WAYNE

2. Issuer Name and Ticker or Trading

Issuer

5. Relationship of Reporting Person(s) to

Symbol

PRESSURE BIOSCIENCES INC

(Check all applicable)

[PBIO]

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

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

(Month/Day/Year) 02/12/2009

19814 WELLINGTON MANOR

4. If Amendment, Date Original

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

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

LUTZ, FL 33549

BLVD.

Security

(Instr. 3)

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of 6. Ownership Securities Form: Direct Beneficially (D) or Indirect Beneficial Owned (I) Following (Instr. 4)

Reported

Code V Amount (D) Price

(A)

or

Transaction(s) (Instr. 3 and 4)

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)

1. Title of Derivative

Conversion

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amo Underlying Secu

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) of Disposed of (D (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	γ (A) (Σ) Date Exercisable	Expiration Date	Title	Ar Nu Sh
Series A Convertible Preferred Stock	\$ 1.15	02/12/2009		P	21,931	02/12/2009(1)	(2)	Common Stock, par value \$.01 per share	2
15-Month Preferred Stock Purchase Warrant	\$ 12.5	02/12/2009		P	21,931	02/12/2009(1)	05/12/2010	Common Stock, par value \$.01 per share	2
30-Month Common Stock Purchase Warrant	\$ 2	02/12/2009		P	219,310	02/12/2009(4)	08/12/2011	Common Stock, par value \$.01 per share	2

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

FRITZSCHE R WAYNE 19814 WELLINGTON MANOR BLVD. X LUTZ, FL 33549

Signatures

By: /s/ Richard T. Schumacher, Attorney-in-Fact for R. Wayne Fritzsche

02/17/2009

**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.

(3)

Reporting Owners 2

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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 21,931 "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 10 shares of Common Stock, which warrant is exercisable until August 12, 2011 and (iii) a warrant to purchase, at the Reporting Person's election, either one share of Series A Convertible Preferred Stock or 10 shares of Common Stock, which warant is exercisable until May 12, 2010.

The 30-Month Common Warrants contain a limitation on exercise which prevents the Reporting Person from exercising any Warrants if, after giving effect to the exercise, the Reporting Person would beneficially own more than 4.99% of the outstanding shares of Common

(4) 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.

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.