

INTERLEUKIN GENETICS INC

Form 4

May 19, 2006

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
REILLY PHILIP R

2. Issuer Name **and** Ticker or Trading
Symbol
INTERLEUKIN GENETICS INC
[ILI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
135 BEAVER STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/17/2005

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

WALTHAM, MA 02452

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

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	05/17/2006		M	14,000	A \$ 0.5 24,000	D	
Common Stock	05/17/2006		S	14,000 (1)	D \$ 5.64 10,000	D	
Common Stock	05/18/2006		M	5,500	A \$ 0.5 15,500	D	
Common Stock	05/18/2006		S	5,500 (1)	D \$ 5.48 10,000	D	
Common Stock					73,275	I	See Footnote (2)

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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 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 of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Option to Buy (Common Stock)	\$ 0.5	05/17/2005		M	14,000	01/01/2000 ⁽³⁾ 05/31/2009	Common Stock
Option to Buy (Common Stock)	\$ 0.5	05/18/2006		M	5,500	03/01/2000 05/31/2009	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REILLY PHILIP R 135 BEAVER STREET WALTHAM, MA 02452	X			

Signatures

/s/ Philip R.
Reilly

05/19/2006

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) Pursuant to a 10b5-1 Trading Plan entered into on May 15, 2006.

Shares are held in irrevocable trusts for the benefit of Dr. Reilly's children. Dr. Reilly disclaims beneficial ownership of these securities

(2) and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or any other purposes.

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(3) 5,000 of these shares were exercisable on 1/1/00; 8,000 shares were exercisable on 2/1/00; and 1,000 were exercisable on 3/1/00.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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