

Lawrence Nathan
Form 4
December 21, 2018

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

OMB
Number: 3235-0287
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(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)
51 BELMONT ST, UNIT 1, BLDG
1

3. Date of Earliest Transaction
(Month/Day/Year)
12/19/2018

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

(Street)
SOUTH EASTON, MA 02375

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			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		Date Exercisable	Expiration Date	Title	Am or Nu of Sh
Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	D		5,000	⁽¹⁾	07/18/2028	Common Stock	5
Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	A		5,000	⁽²⁾	12/19/2028	Common Stock	5
Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	D		334	⁽¹⁾	07/18/2028	Common Stock	
Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	A		334	⁽²⁾	12/19/2028	Common Stock	
Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	D		1,167	⁽¹⁾	07/18/2028	Common Stock	1
Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	A		1,167	⁽²⁾	12/19/2028	Common Stock	1
Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	D		500	⁽¹⁾	07/18/2028	Common Stock	
Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	A		500	⁽²⁾	12/19/2028	Common Stock	
Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	D		500	⁽¹⁾	07/18/2028	Common Stock	
Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	A		500	⁽²⁾	12/19/2028	Common Stock	
Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	D		1,500	⁽¹⁾	07/18/2028	Common Stock	1
Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	A		1,500	⁽²⁾	12/19/2028	Common Stock	1
Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	D		5,000	⁽¹⁾	07/18/2028	Common Stock	5
Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	A		5,000	⁽²⁾	12/19/2028	Common Stock	5
Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	D		3,500	⁽¹⁾	07/18/2028	Common Stock	3
Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	A		3,500	⁽²⁾	12/19/2028	Common Stock	3
Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	D		5,000	⁽¹⁾	07/18/2028	Common Stock	5

Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	A	5,000	⁽²⁾	12/19/2028	Common Stock	5
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lawrence Nathan 51 BELMONT ST, UNIT 1, BLDG 1 SOUTH EASTON, MA 02375			VP of Marketing & Sales	

Signatures

/s/ Nathan P. 12/21/2018
Lawrence

 Signature of Date
Reporting Person

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 reported transactions involved an amendment of an outstanding stock option, resulting in the deemed cancellation of the old stock

- (1) option granted on July 18, 2018 and the grant of a replacement stock option dated December 19, 2018, which includes the same exercise price of \$3.40 and a new expiration date of December 19, 2028.
- (2) Stock options vest 5/36th for the first month then 1/36th per month for the remaining months for a total of 36 months.
- (3) 2015 Nonqualified Stock Option Plan.
- (4) 2013 Equity Incentive Plan.

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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