

POTTER MATTHEW B
Form 4
May 20, 2011

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 *
POTTER MATTHEW B

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)
135 ROCKY KNOLL DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/20/2011

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Vice President of Sales

STOUGHTON, MA US 02072

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 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 Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V	(A)	(D)			
Incentive Stock Option	\$ 4.09 ⁽³⁾	05/17/2011	D		35,000	02/25/2009 ⁽¹⁾	02/25/2018	Common Stock	35,000
Incentive Stock Option	\$ 2.75 ⁽³⁾	05/17/2011	D		5,000	09/25/2009 ⁽¹⁾	09/25/2018	Common Stock	5,000
Incentive Stock Option	\$ 0.77 ⁽³⁾	05/17/2011	D		35,000	03/12/2009 ⁽²⁾	03/12/2019	Common Stock	35,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
POTTER MATTHEW B 135 ROCKY KNOLL DRIVE STOUGHTON, MA US 02072	Vice President of Sales

Signatures

Richard T. Schumacher, Attorney
in Fact 05/20/2011

__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 stock options vested in equal annual installments over three years.

(2) 1/3 of options had vested immediately on the grant date while 2/3 of options vested ratably over two years.

(3) Pressure BioSciences, Inc. paid \$11,550 to Mr. Potter for surrendering all outstanding options to purchase shares of Pressure BioSciences, Inc. Common Stock held by him.

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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