

PRESSURE BIOSCIENCES INC

Form 4

December 23, 2014

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
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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)
14 NORFOLK AVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/22/2014

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

SOUTH EASTON 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)
Common Stock	12/22/2014		J	V Amount (A) or (D) Price 6,220 A \$ 0.25	20,618	D	

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

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information contained in this form are not
required to respond unless the form
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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)**

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V	(A)	(D)	
Common Stock Warrant	\$ 0.9	12/22/2014		M		5,220	02/09/2009 08/11/2015	common stock 5,220
Common Stock Warrant	\$ 0.5	12/22/2014		M		1,000	07/06/2012 07/06/2015	common stock 1,000
Common Stock Warrant	\$ 0.4	12/22/2014		A		6,220	12/22/2014 12/31/2015	common stock 6,220

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Lawrence Nathan 14 NORFOLK AVE SOUTH EASTON 02375	VP of Marketing and Sales

Signatures

/s/Nathan
Lawrence
12/23/2014
Date

**Signature of
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).

All warrant holders were offered an opportunity to have their warrants re-priced to an exercise price of \$0.25 per share and receive an
(1) additional warrant at \$0.40 per share if exercised by the transaction date. If warrant holder did not participate in the re-pricing transaction
there were no changes to their outstanding warrants.

Remarks:

warrant re-price

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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