

Struve Clayton A
Form 4
November 21, 2012

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 *
Struve Clayton A

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)

175 W JACKSON BLVD, SUITE
440

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/10/2012

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

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

CHICAGO, IL 60604

(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	04/10/2012		P	2,000 A \$ 0.55	102,585	I	Reporting Person is a member manager of CCS, LLC (1)
Common Stock	04/11/2012		P	4,000 A \$ 0.55	106,585	I	Reporting Person is a member manager of CCS, LLC

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Common Stock	04/13/2012	P	2,000	A	\$ 0.6	108,585	I	⁽¹⁾ Reporting Person is a member manager of CCS, LLC
Common Stock	04/16/2012	P	4,000	A	\$ 0.53	112,585	I	⁽¹⁾ Reporting Person is a member manager of CCS, LLC
Common Stock	04/19/2012	P	9,200	A	\$ 0.4565	121,785	I	⁽¹⁾ Reporting Person is a member manager of CCS, LLC
Common Stock	04/20/2012	P	2,000	A	\$ 0.52	123,785	I	⁽¹⁾ Reporting Person is a member manager of CCS, LLC
Common Stock	04/25/2012	P	8,000	A	\$ 0.41	131,785	I	⁽¹⁾ Reporting Person is a member manager of CCS, LLC
Common Stock	04/24/2012	P	2,000	A	\$ 0.47	133,785	I	⁽¹⁾ Reporting Person is a member manager of CCS, LLC
Common Stock	05/10/2012	P	4,000	A	\$ 0.42	137,785	I	⁽¹⁾ Reporting Person is a member manager of CCS, LLC
Common Stock	05/11/2012	P	2,000	A	\$ 0.42	139,785	I	Reporting Person is a member manager of

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Common Stock	05/14/2012	P	2,000	A	\$ 0.4	141,785	I	CCS, LLC <u>(1)</u> Reporting Person is a member manager of CCS, LLC <u>(1)</u>
Common Stock	06/06/2012	P	150	A	\$ 0.21	141,935	I	Reporting Person is a member manager of CCS, LLC <u>(1)</u>
Common Stock	06/18/2012	P	5,000	A	\$ 0.25	146,935	I	Reporting Person is a member manager of CCS, LLC <u>(1)</u>
Common Stock	07/23/2012	P	2,000	A	\$ 0.28	148,935	I	Reporting Person is a member manager of CCS, LLC <u>(1)</u>
Common Stock	08/28/2012	P	2,000	A	\$ 0.28	150,935	I	Reporting Person is a member manager of CCS, LLC <u>(1)</u>
Common Stock	09/04/2012	P	2,000	A	\$ 0.29	152,935	I	Reporting Person is a member manager of CCS, LLC <u>(1)</u>
Common Stock	09/10/2012	P	10,000	A	\$ 0.28	162,935	I	Reporting Person is a member manager of CCS, LLC <u>(1)</u>
Common Stock	09/18/2012	P	2,000	A	\$ 0.25	164,935	I	Reporting Person is a member

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Common Stock	09/28/2012	J ⁽²⁾	27,816	A	\$ 0 ⁽³⁾	1,051,665	D	manager of CCS, LLC ⁽¹⁾
Common Stock	10/04/2012	P	10,000	A	\$ 0.29	174,935	I	Reporting Person is a member manager of CCS, LLC ⁽¹⁾
Common Stock	10/08/2012	P	2,000	A	\$ 0.29	176,935	I	Reporting Person is a member manager of CCS, LLC ⁽¹⁾

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

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(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 Underlying Security (Instr. 3 and 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Series C Common Stock Purchase Warrant	\$ 0.74	07/06/2012 ⁽⁴⁾		J ⁽⁴⁾			311,925	⁽⁴⁾	08/07/2017	Common Stock ⁽⁵⁾
Series C Common Stock Purchase Warrant	\$ 0.6	07/06/2012 ⁽⁴⁾		J ⁽⁴⁾		311,925		⁽⁴⁾	08/07/2017	Common Stock ⁽⁵⁾
Promissory Note - Aug 2011	\$ 0.85	07/06/2012 ⁽⁶⁾		J ⁽⁶⁾			211,765	⁽⁶⁾	08/03/2014	Common Stock ⁽⁷⁾

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Common Stock Warrant								
Promissory Note - Aug 2011 Common Stock Warrant	\$ 0.6	07/06/2012 ⁽⁶⁾	J ⁽⁶⁾	211,765	⁽⁶⁾	08/03/2014	Common Stock ⁽⁷⁾	
Promissory Note - Aug 2011 Common Stock Warrant	\$ 0.76	07/06/2012 ⁽⁸⁾	J ⁽⁸⁾	26,316	⁽⁸⁾	08/03/2014	Common Stock ⁽⁷⁾	
The reported transactions involved an amendment of an outsta	\$ 0.6	07/06/2012 ⁽⁸⁾	J ⁽⁸⁾	26,316	⁽⁸⁾	08/03/2014	Common Stock ⁽⁷⁾	
February 2012 Common Stock Purchase Warrant	\$ 0.74	07/06/2012 ⁽⁴⁾	J ⁽⁴⁾	200,001	⁽⁴⁾	08/07/2012	Common Stock ⁽⁹⁾	
February 2012 Common Stock Warrant	\$ 0.6	07/06/2012 ⁽⁴⁾	J ⁽⁴⁾	200,001	⁽⁴⁾	08/07/2017	Common Stock ⁽⁹⁾	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Struve Clayton A 175 W JACKSON BLVD SUITE 440 CHICAGO, IL 60604		X		
CSS LLC/IL 175 WEST JACKSON BLVD SUITE 440 CHICAGO, IL 60604				(a)

Signatures

Clayton A. Struve 11/20/2012

**Signature of
Reporting Person

Date

Mitchell R. Bialek 11/20/2012

**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) Reporting Person, Clayton Struve, is an Indirect Owner as Member Manager of CSS, LLC of shares purchased by CSS, LLC. CSS, LLC disclaims any beneficial ownership (direct or indirect) of shares held directly by Reporting Person, Clayton Struve.

(2) Dividend shares as a result of investment in Series C Preferred shares.

(3) Dividend accrual of \$22,322 at a rate of .8025 or 27,816 shares

(4) The reported transactions involved an amendment of an outstanding warrant, resulting in the deemed cancellation of the old warrant at an exercise price of \$0.74 and the grant of a replacement warrant at an exercise price of \$0.60.

The Series C Common Stock Purchase 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 Stock. The Reporting Person may elect to increase this limitation to 9.99%, 14.99% or 19.99%, upon not less than

(5) 61 days prior written notice to the Company. Since the Reporting Person currently beneficially owns more than 9.99% but less than 14.99% of the outstanding shares of Common Stock, the conversion limitation that applies to the Reporting Person is the 14.99% limitation. The Reporting Person disclaims beneficial ownership of such securities except to the extent of the Reporting Person's pecuniary interest in such securities

(6) The reported transactions involved an amendment of an outstanding warrant, resulting in the deemed cancellation of the old warrant at an exercise price of \$0.85 and the grant of a replacement warrant at an exercise price of \$0.60.

The Promissory Note-Aug 2011 Common Stock Purchase 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 Stock. The Reporting Person may elect to increase this limitation to 9.99%, 14.99% or

(7) 19.99%, upon not less than 61 days prior written notice to the Company. Since the Reporting Person currently beneficially owns more than 9.99% but less than 14.99% of the outstanding shares of Common Stock, the conversion limitation that applies to the Reporting Person is the 14.99% limitation. The Reporting Person disclaims beneficial ownership of such securities except to the extent of the Reporting Person's pecuniary interest in such securities

(8) The reported transactions involved an amendment of an outstanding warrant, resulting in the deemed cancellation of the old warrant at an exercise price of \$0.76 and the grant of a replacement warrant at an exercise price of \$0.60

The February 2012 Common Stock Purchase 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 Stock. The Reporting Person may elect to increase this limitation to 9.99%, 14.99% or 19.99%, upon

(9) not less than 61 days prior written notice to the Company. Since the Reporting Person currently beneficially owns more than 9.99% but less than 14.99% of the outstanding shares of Common Stock, the conversion limitation that applies to the Reporting Person is the 14.99% limitation. The Reporting Person disclaims beneficial ownership of such securities except to the extent of the Reporting Person's pecuniary interest in such securities

Remarks:

(a) Reporting Person Clayton A. Struve is a member of manager of CSS, LLC and has indirect beneficial ownership of shares

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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