

CZIRR JAMES C

Form 5

February 07, 2006

FORM 5**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).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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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1. Name and Address of Reporting Person *

CZIRR JAMES C

2. Issuer Name **and** Ticker or Trading
SymbolPRO PHARMACEUTICALS INC
[PRW]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2005☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

425 JANISH DRIVE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

SANDPOINT, ID 83864

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/24/2005	Â	G	3,500 D \$ 0 0		D	Â
Common Stock	08/24/2005	Â	G ⁽¹⁾	7,000 D \$ 0 0		D	Â
Common Stock	12/27/2005	Â	G ⁽²⁾	180,000 D \$ 0 0		D	Â
Common Stock	12/27/2005	Â	G	6,000 D \$ 0 4,352,268		D	Â

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Common Stock	12/27/2005	Â	G ⁽¹⁾	7,000	A	\$ 0	36,400	I	By children
Common Stock	12/27/2005	Â	G ⁽²⁾	180,000	A	\$ 0	390,000	I	By trust

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CZIRR JAMES C 425 JANISH DRIVE SANDPOINT, ID 83864	Â Â X Â Â

Signatures

/s/ James Czirr 02/06/2006
 **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) The reporting person disclaims beneficial ownership of all shares held by his children, and this report should not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (2) The reporting person contributed 180,000 shares of Pro-Pharmaceuticals common stock to an irrevocable charitable remainder trust of which the reporting person is the trustee and the sole non-charitable beneficiary.

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Remarks:

NOTE:Â Â DISREGARDÂ ZEROESÂ INÂ FIRSTÂ THREEÂ LINESÂ OFÂ TABLEÂ I,Â COLUMNÂ 5.Â Â LAST
THREEÂ LINESÂ AREÂ CORRECT.

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