

Lawrence Nathan
Form 4
July 20, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/18/2018

____ Director
 Officer (give title below) _____ Other (specify below)
VP of Marketing & Sales

SOUTH EASTON, MA 02375

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	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 Underlying
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities		(Month/Day/Year)		(Instr. 3 and	
				Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date		Title
			Code	V	(A)	(D)			
Non-Qualified Stock Option	\$ 3.4	07/18/2018	A		5,000		08/18/2018 ⁽¹⁾	07/18/2028	Common Stock
Incentive Stock Option	\$ 30	07/18/2018 ⁽²⁾	D			334	⁽²⁾	09/26/2018	Common Stock
Non-Qualified Stock Option	\$ 3.4	07/18/2018 ⁽²⁾	A		334		⁽²⁾	07/18/2028	Common Stock
Incentive Stock Option	\$ 18	07/18/2018 ⁽²⁾	D			1,167	⁽²⁾	03/13/2019	Common Stock
Non-Qualified Stock Option	\$ 3.4	07/18/2018 ⁽²⁾	A		1,167		⁽²⁾	07/18/2028	Common Stock
Incentive Stock Option	\$ 30	07/18/2018 ⁽²⁾	D			500	⁽²⁾	09/12/2021	Common Stock
Non-Qualified Stock Option	\$ 3.4	07/18/2018 ⁽²⁾	A		500		⁽²⁾	07/18/2028	Common Stock
Incentive Stock Option	\$ 18	07/18/2018 ⁽²⁾	D			500	⁽²⁾	03/14/2022	Common Stock
Non-Qualified Stock Option	\$ 3.4	07/18/2018 ⁽²⁾	A		500		⁽²⁾	07/18/2028	Common Stock
Incentive Stock Option	\$ 12	07/18/2018 ⁽²⁾	D			1,500	⁽²⁾	05/15/2023	Common Stock
Non-Qualified Stock Option	\$ 3.4	07/18/2018 ⁽²⁾	A		1,500		⁽²⁾	07/18/2028	Common Stock
Incentive Stock Option	\$ 9	07/18/2018 ⁽²⁾	D			5,000	⁽²⁾	09/25/2024	Common Stock
Non-Qualified Stock Option	\$ 3.4	07/18/2018 ⁽²⁾	A		5,000		⁽²⁾	07/18/2028	Common Stock
Incentive Stock Option	\$ 12	07/18/2018 ⁽²⁾	D			3,500	⁽²⁾	01/01/2026	Common Stock
Non-Qualified Stock Option	\$ 3.4	07/18/2018 ⁽²⁾	A		3,500		⁽²⁾	07/18/2028	Common Stock
Non-Qualified Stock Option	\$ 8.4	07/18/2018 ⁽²⁾	D			5,000	⁽²⁾	03/17/2027	Common Stock
Non-Qualified Stock Option	\$ 3.4	07/18/2018 ⁽²⁾	A		5,000		⁽²⁾	07/18/2028	Common Stock

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.
Lawrence

07/20/2018

**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) Incentive options vest 1/36th per month for 36 months, effective on the day of grant.
The reported transactions involved an amendment of an outstanding stock option, resulting in the deemed cancellation of the old incentive stock option and the grant of a replacement non-qualified stock option, which includes a new exercise price of \$3.40 and a new expiration date of July 18, 2028.
 - (3) 2005 Equity Incentive Plan.
 - (4) 2013 Equity Incentive Plan.
 - (5) 2015 Nonqualified Stock Option Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.