

SCHUMACHER RICHARD T
 Form 4
 July 10, 2012

FORM 4

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

OMB APPROVAL

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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 *
 SCHUMACHER RICHARD T

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)
 130 LAKE RIDGE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/06/2012

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

TAUNTON, MA US 02780
 (City) (State) (Zip)

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

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 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 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 Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
				Code	V			
Series G Convertible Preferred Stock	\$ 0.5	07/06/2012	P	6,000		07/06/2012 ⁽¹⁾	07/06/2013	Common Stock
Series G Common Stock Purchase Warrant	\$ 0.5	07/06/2012	P	30,000		07/06/2012 ⁽³⁾	07/06/2015	Common Stock
30-Month Common Stock Purchase Warrant	\$ 0.9	07/06/2012 ⁽⁴⁾	D		21,740	⁽⁴⁾	08/12/2015	Common Stock
30-Month Common Stock Purchase Warrant	\$ 0.6	07/06/2012 ⁽⁴⁾	A	21,740		⁽⁴⁾	08/12/2015	Common Stock
Series C Common Stock Purchase Warrant	\$ 0.74	07/06/2012 ⁽⁴⁾	D		46,894	⁽⁴⁾	08/07/2017	Common Stock
Series C Common Stock Purchase Warrant	\$ 0.6	07/06/2012 ⁽⁴⁾	A	46,894		⁽⁴⁾	08/07/2017	Common Stock
February 2012 Common Stock Purchase Warrant	\$ 0.85	07/06/2012 ⁽⁴⁾	D		54,795	⁽⁴⁾	08/07/2017	Common Stock
February 2012 Common Stock Purchase	\$ 0.6	07/06/2012 ⁽⁴⁾	A	54,795		⁽⁴⁾	08/07/2017	Common Stock

Warrant

Aug 2011
Common
Stock
Purchase
Warrant

\$ 0.83	07/06/2012 ⁽⁴⁾	D	12,048	<u>(4)</u>	09/07/2014	Common Stock
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Aug 2011
Common
Stock
Purchase
Warrant

\$ 0.6	07/06/2012 ⁽⁴⁾	A	12,048	<u>(4)</u>	09/07/2014	Common Stock
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Aug 2011
Common
Stock
Purchase
Warrant

\$ 0.85	07/06/2012 ⁽⁴⁾	D	60,000	<u>(4)</u>	09/07/2014	Common Stock
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Aug 2011
Common
Stock
Purchase
Warrant

\$ 0.6	07/06/2012 ⁽⁴⁾	A	60,000	<u>(4)</u>	09/07/2014	Common Stock
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHUMACHER RICHARD T 130 LAKE RIDGE DRIVE TAUNTON, MA US 02780	X		CEO	

Signatures

Richard T
Schumacher 07/10/2012

**Signature of Date
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).

The terms of the Series G Convertible Preferred Stock contain a limitation on conversion which prevents the Reporting Person from converting shares of Series G Convertible Preferred Stock into Shares of Common Stock if, after giving effect to the conversion, the Reporting Person would beneficially own more than 4.99% of the outstanding shares of Common Stock. The Reporting Person may elect

(1) to increase this limitation to 9.99%, 14.99% or 19.99%, upon not less than 61 days prior written notice to the Company. Since the Reporting Person currently beneficially owns more than 4.99% but less than 9.99% of the outstanding shares of Common Stock, the conversion limitation that applies to the Reporting Person is the 9.99% limitation. The Reporting Person disclaims beneficial ownership of such securities except to the extent of the Reporting Person's pecuniary interest in such securities.

(2)

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Pursuant to a certain Securities Purchase Agreement, dated July 6, 2012, among the Company, the Reporting Person and the other purchasers named therein, the Reporting Person purchased 6,000 "Units" at a purchase price of \$5.00 per Unit. Each Unit consisted of (i) one share of Series G Convertible Preferred Stock, convertible into 10 shares of the Company's Common Stock, and (ii) a warrant to purchase 5 shares of Common Stock, which warrant is exercisable until July 6, 2015.

- The Series G 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 61
- (3) days prior written notice to the Company. Since the Reporting Person currently beneficially owns more than 4.99% but less than 9.99% of the outstanding shares of Common Stock, the conversion limitation that applies to the Reporting Person is the 9.99% limitation. The Reporting Person disclaims beneficial ownership of such securities except to the extent of the Reporting Person's pecuniary interest in such securities.
- (4) The two reported transactions involved an amendment of an outstanding warrant, resulting in the deemed cancellation of the old warrant and the grant of a replacement warrant.

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.