DAMASIO JOSEPH LUIS JR
Form 4
July 10, 2012

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 *
DAMASIO JOSEPH LUIS JR

(Last) (First) (Middle)

10 LEWIS COURT

(Street)

NEW BEDFORD, MA US 02740

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
PRESSURE BIOSCIENCES INC [PBIO]

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
VP of Finance

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount o Underlying Securities (Instr. 3 and 4)

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series G Convertible Preferred Stock	$ 0.5	07/06/2012	P		20		07/06/2012(1)	07/06/2013	Common Stock	200
Series G Common Stock Purchase Warrant	$ 0.5	07/06/2012	P		100		07/06/2012(3)	07/06/2015	Common Stock	100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAMASIO JOSEPH LUIS JR 10 LEWIS COURT NEW BEDFORD, MA US 02740			VP of Finance	

Signatures

Joseph L Damasio Jr	07/10/2012
**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) 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 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 less than 4.99% of the outstanding shares of Common Stock, the conversion limitation that applies to the Reporting Person is the 4.99% 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) 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 20 "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.

(3) 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 days prior written notice to the Company. Since the Reporting Person currently beneficially owns less than 4.99% of the outstanding shares of Common Stock, the conversion limitation that applies to the Reporting Person is the 4.99% limitation. The Reporting Person disclaims beneficial ownership of such securities except to the extent of the Reporting Person's pecuniary interest in such securities.

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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