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ANDERSON BYRON E
Form 5/A
January 11, 2002

FORM 5 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

[X] Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
[] Form 3 Holdings Reported
[X] Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

| | | |
|--|---|--|
| 1. Name and Address of Reporting Person* | 2. Issuer Name and Ticker or Trading Symbol | 6. R |
| Anderson Byron E | Immtech International, Inc. ("IMMT") | [X] [] |
| (Last) (First) (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) | 4. Statement for Month/Year |
| 5801 Reba Street | | For period ending 12/17/01 |
| (Street) | | 5. If Amendment, Date of Original (Month/Year) |
| Morton Grove IL 60053 | | 01/11/02 |
| (City) (State) (Zip) | | 7. I [X] [] |

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL

| 1. Title of Security (Instr. 3) | 2. Transaction Date (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) |
|---------------------------------|--------------------------------------|--------------------------------|---|--|
| | | | Amount (A) or (D) | Price |
| Common Stock | 11/16/01 | S4 | 500 D | 5.7128 |
| Common Stock | 11/20/01 | S4 | 500 D | 5.306 |
| Common Stock | 11/21/01 | S4 | 250 D | 5.3515 |
| Common Stock | 11/26/01 | S4 | 500 D | 5.2029 |
| Common Stock | 12/3/01 | S4 | 500 D | 5.2025 |

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| | | | | | | |
|--------------|---------|----|-------|---|--------|--------|
| Common Stock | 12/5/01 | S4 | 500 | D | 5.0812 | |
| Common Stock | 12/7/01 | S4 | 500 | D | 5.2005 | 73,611 |
| Common Stock | | | | | | 8,711 |
| TOTAL: | | | 3,250 | | | 82,322 |

* If the form is filed by more than one reporting person, see instruction 4(b)(v).

FORM 5 (continued)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL (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) | 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. Price of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--------------------------------|---|--|---|--|--|
| | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares | | |
| Non Qualified Stock Option (right to buy) | 10.00 per share | July 20, 2001 | A | 5,000 | Immediately | Common Stock | 5,000 | 10.00 |

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/s/ Byron E. Anderson

1/09/02

** Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute
Federal Criminal Violations.
See 18 U.S.C. and 15 U.S.C. 78ff(a).

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