

# 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 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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ VP of Marketing		
(Last) 51 BELMONT STREET, UNIT B-1, BLDG. 1	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/15/2012					
(Street) SOUTH EASTON, MA US 02375			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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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**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. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Incentive Stock Option	\$ 3.34	08/15/2012(L)		D			50,000	(L)	08/05/2015	Common Stock	50,000	\$ 0	0	D	
Incentive Stock Option	\$ 1	08/15/2012(L)		A		50,000		(L)	08/05/2015	Common Stock	50,000	\$ 0	50,000	D	
Incentive Stock Option	\$ 3.88	08/15/2012(L)		D		10,000		(L)	03/02/2016	Common Stock	10,000	\$ 0	0	D	
Incentive Stock Option	\$ 1	08/15/2012(L)		A		10,000		(L)	03/02/2016	Common Stock	10,000	\$ 0	10,000	D	
Incentive Stock Option	\$ 2.75	08/15/2012(L)		D		10,000		(L)	09/25/2018	Common Stock	10,000	\$ 0	0	D	
Incentive Stock Option	\$ 1	08/15/2012(L)		A		10,000		(L)	09/25/2018	Common Stock	10,000	\$ 0	10,000	D	
Incentive Stock Option	\$ 0.77	08/15/2012(L)		D		35,000		(L)	03/12/2019	Common Stock	35,000	\$ 0	0	D	
Incentive Stock Option	\$ 0.60	08/15/2012(L)		A		35,000		(L)	03/12/2019	Common Stock	35,000	\$ 0	35,000	D	
Incentive Stock Option	\$ 1.05	08/15/2012(L)		D		15,000		(L)	09/09/2021	Common Stock	15,000	\$ 0	0	D	
Incentive Stock Option	\$ 1	08/15/2012(L)		A		15,000		(L)	09/09/2021	Common Stock	15,000	\$ 0	15,000	D	
Incentive Stock Option	\$ 0.80	08/15/2012(L)		D		15,000		(L)	03/13/2022	Common Stock	15,000	\$ 0	0	D	
Incentive Stock	\$ 0.60	08/15/2012(L)		A		15,000		(L)	03/13/2022	Common Stock	15,000	\$ 0	15,000	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lawrence Nathan 51 BELMONT STREET, UNIT B-1, BLDG. 1 SOUTH EASTON, MA US 02375			VP of Marketing	

## Signatures

Richard T Schumacher, Attorney in fact		08/17/2012
<small>Signature of Reporting Person</small>		<small>Date</small>

## 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 reported transactions involved an amendment of an outstanding stock option, resulting in the deemed cancellation of the old stock option and the grant of a replacement stock option.

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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