

Lazarev Alexander V
 Form 4
 July 20, 2018

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 *
 Lazarev Alexander V

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)
 18 WINCHESTER DRIVE
 (Street)

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

____ Director
 Officer (give title below) _____ Other (specify below)
 VP of Research & Development

LEXINGTON, MA 02420
 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | 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 | 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) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title |
|----------------------------|------------------------------|---------------------------|------------|---|-------|---------------------------|-----------------|--------------|
| | | | | Code | V | | | |
| Incentive 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 |
| Incentive 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 |
| Incentive 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 |
| Incentive 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 |
| Incentive 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 |
| Incentive 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 |
| Incentive 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 | | 3,834 | ⁽²⁾ | 01/01/2026 | Common Stock |
| Incentive Stock Option | \$ 3.4 | 07/18/2018 ⁽²⁾ | A | 3,834 | | ⁽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 | | | Other |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | |
| Lazarev Alexander V 18 WINCHESTER DRIVE LEXINGTON, MA 02420 | | | VP of Research & Development | |

Signatures

/s/ Alexander V
Lazarev 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 stock

(2) option and the grant of a replacement 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.

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