Struve Clayton A Form 4 January 02, 2013

FORM 4

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

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OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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 *

1(b).

Struve Clayton A Issuer Symbol PRESSURE BIOSCIENCES INC (Check all applicable) [pbio] 3. Date of Earliest Transaction (Last) (First) (Middle) Director X 10% Owner Other (specify Officer (give title (Month/Day/Year) below) 175 W JACKSON BLVD, SUITE 12/28/2012 440

2. Issuer Name and Ticker or Trading

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

6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

5. Relationship of Reporting Person(s) to

CHICAGO, IL 60604

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Indirect (I) (Instr. 4) Following Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Price Amount (D) 1,000,000 common J(1)D 12/28/2012 <u>(2)</u> $228,600^{(3)}$ D (1) stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	rative Expiration Date ities (Month/Day/Year) ired (A) sposed of . 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series H Convertible Preferred	<u>(4)</u>	12/28/2012		J <u>(1)</u>	10,000	<u>(5)</u>	<u>(5)</u>	common stock	1,000,000 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Struve Clayton A 175 W JACKSON BLVD SUITE 440 CHICAGO, IL 60604		X					
CSS LLC/IL 175 WEST JACKSON BLVD SUITE 440 CHICAGO, IL 60604				indirect owner (a)			

Signatures

Clayton A
Struve

**Signature of Reporting Person

mitchell r bialek

**Signature of Date

**Signature of Reporting Person

Date

**Signature of 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).

Reporting Person has exchanged shares of common stock for Series H Convertible Preferred at a conversion ratio of one (1) preferred share to 100 common shares. Reporting Person has exchanged 1, 000,000 common shares for 10,000 Series H Convertible Preferred. This is a non-cash transaction. The Series H Convertible Preferred contains a limitation on conversion which prevents the Reporting

- (1) Person from converting any Series H Convertible Preferred 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. The Reporting Person disclaims beneficial ownership of such securities except to the extent of the Reporting Person's pecuniary interest in such securities.
- Reporting Person paid \$0.8025 per share for common stock, since this is was a non-cash exchange of common stock for the Series H Convertible Preferred the reported price was the closing price of Company's common stock on the date of the exchange \$0.24. The Series H Convertible Preferred is convertible to common stock at a conversion price of \$0.8025/share

Reporting Owners 2

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- (3) 51,665 directly and 176,935 indirectly through css, llc
- (4) Conversion ratio of one (1) series H preferred share to 100 common shares, based on conversion price at \$0.8025/share.
 - The Series H Convertible Preferred contain a limitation on conversion which prevents the Reporting Person from converting any Series H Convertible Preferred 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

Remarks:

(a) Reporting Person, Clayton A Struve, is a member manager of CSS, LLC and has an indirect beneficial ownership of shares. 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.