

PRO PHARMACEUTICALS INC  
 Form 5  
 February 14, 2005

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362  
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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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

## ANNUAL 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

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer	
CZIRR JAMES C			PRO PHARMACEUTICALS INC [PRW]		(Check all applicable)	
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)		<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			12/31/2004		<input type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)
425 JANISH DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Reporting	
		(Street)			(check applicable line)	
SANDPOINT, ID 83864					<input checked="" type="checkbox"/> Form Filed by One Reporting Person	
(City)	(State)	(Zip)			<input type="checkbox"/> 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock	12/20/2004	Â	G <sup>(1)</sup>	110,000 D	\$ 0 0	D	Â
Common Stock	12/20/2004	Â	G <sup>(2)</sup>	10,000 D	\$ 0 0	D	Â
Common Stock	12/20/2004	Â	G	11,000 D	\$ 0 4,548,768	D	Â
Common Stock	12/20/2004	Â	G <sup>(1)</sup>	110,000 A	\$ 0 210,000	I	By trust

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Common Stock    12/20/2004    Â    G(2)    10,000    A    \$ 0    29,400    I    By children

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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. of D Se B O E Is Fi (I
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
(A) (D)			

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CZIRR JAMES C 425 JANISH DRIVE SANDPOINT, ID 83864	Â	Â X	Â	Â

## Signatures

/s/ James Czirr                      02/10/2005  
 \_\_Signature of                      Date  
 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).
- (1) The reporting person contributed 110,000 shares of Pro-Pharmaceuticals common stock to an irrevocable charitable remainder trust of which the reporting person is the trustee and the sole non-charitable beneficiary.
- (2) The reporting person disclaims beneficial ownership of all shares held by his children, and this report should not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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**Remarks:**  
 NOTE:Â Â DISREGARDÂ ZEROESÂ INÂ FIRSTÂ TWOÂ LINESÂ OFÂ TABLEÂ I,Â COLUMNÂ 5.Â Â LAST

THREE LINES ARE CORRECT.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.