CZIRR JAMES C Form 5 April 13, 2011

FORM 5

OMB APPROVAL

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

OMB Number: 3235-0362

no longer subject to Section 16. Form 4 or Form

Check this box if

Expires: January 31, 2005

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

5 obligations may continue. *See* Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * CZIRR JAMES C			2. Issuer Name and Ticker or Trading Symbol PRO PHARMACEUTICALS INC [PRWP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 425 JANISH	(First) DR	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2010	X Director X 10% Owner Officer (give title below) Other (specify below)		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting (check applicable line)		

SANDPOINT, IDÂ 83864

X Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person

(City)	(State)	(Zip) 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. Securitie (A) or Disp (Instr. 3, 4)	osed o	of (D)	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)	
Common Stock	03/31/2010	Â	J5 <u>(1)</u>	301,952	A	\$ 0.44	982,783	I	By 10X Fund, LP	
Common Stock	06/30/2010	Â	J5 <u>(1)</u>	358,015	A	\$ 0.71	1,340,798	I	By 10X fund, LP	
Common Stock	09/30/2010	Â	J5 <u>(1)</u>	380,475	A	\$ 0.79	1,721,273	I	By 10X Fund, LP	
Common Stock	12/31/2010	Â	J5 <u>(1)</u>	380,475	A	\$ 0.9	2,101,748	I	By 10X Fund, LP	

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Common Stock 09/30/2010 Â

A5 6,000 A \$ 0.79 167,700 I Irrevocable Trust (2)

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.

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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)
				Disposed					
				of (D) (Instr. 3,					
				4, and 5)					
								Amount	
					Date Exercisable	Expiration Date	Title	or Number of	
				(A) (D)				Shares	

of D

Reporting Owners

Reporting Owner Name / Address	Relationships						
·r·	Director	10% Owner	Officer	Other			
CZIRR JAMES C 425 JANISH DR SANDPOINT, ID 83864	ÂX	ÂX	Â	Â			

Signatures

Robert J. Mottern, as attorney in fact for James C.

Czirr

**Signature of Reporting Person

Date

nature 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).
- (1) Received as a dividend on Class B Convertible Preferred Stock.

Reporting Person received additional shares of Issuer's common stock as dividends in the amount of 6,000 shares. Such shares are held in by a revocable trust in which Reporting Person is the sole trustee and sole beneficiary. The number of shares issuable in payment of dividends is based upon the market price of the common stock, subject to a minimum price of \$1.00 per share. The price reported is the closing price of the common stock on the date the shares were issued.

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.

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