

DAMASIO JOSEPH LUIS JR
 Form 4
 August 17, 2012

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 *
 DAMASIO JOSEPH LUIS JR

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)
 10 LEWIS COURT
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/15/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP of Finance

NEW BEDFORD, MA US 02740
 (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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | 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 Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------------|------------------------------|---------------------------|-----------------|---|--------|------------------|-----------------|--------------|----------------------------|
| | | | | (A) | (D) | | | | |
| Incentive Stock Option | \$ 3.51 | 08/15/2012 ⁽¹⁾ | D | | 8,000 | <u>(1)</u> | 02/12/2017 | Common Stock | 8,000 |
| Incentive Stock Option | \$ 1 | 08/15/2012 ⁽¹⁾ | A | 8,000 | | <u>(1)</u> | 02/12/2017 | Common Stock | 8,000 |
| Incentive Stock Option | \$ 2.75 | 08/15/2012 ⁽¹⁾ | D | | 3,000 | <u>(1)</u> | 09/25/2018 | Common Stock | 3,000 |
| Incentive Stock Option | \$ 1 | 08/15/2012 ⁽¹⁾ | A | 3,000 | | <u>(1)</u> | 09/25/2018 | Common Stock | 3,000 |
| Incentive Stock Option | \$ 0.77 | 08/15/2012 ⁽¹⁾ | D | | 16,000 | <u>(1)</u> | 03/12/2019 | Common Stock | 16,000 |
| Incentive Stock Option | \$ 0.6 | 08/15/2012 ⁽¹⁾ | A | 16,000 | | <u>(1)</u> | 03/12/2019 | Common Stock | 16,000 |
| Incentive Stock Option | \$ 1.05 | 08/15/2012 ⁽¹⁾ | D | | 10,000 | <u>(1)</u> | 09/09/2021 | Common Stock | 10,000 |
| Incentive Stock Option | \$ 1 | 08/15/2012 ⁽¹⁾ | A | 10,000 | | <u>(1)</u> | 09/09/2021 | Common Stock | 10,000 |
| Incentive Stock Option | \$ 0.65 | 08/15/2012 ⁽¹⁾ | D | | 5,000 | <u>(1)</u> | 12/20/2021 | Common Stock | 5,000 |
| Incentive Stock Option | \$ 0.6 | 08/15/2012 ⁽¹⁾ | A | 5,000 | | <u>(1)</u> | 12/20/2021 | Common Stock | 5,000 |
| Incentive Stock Option | \$ 0.8 | 08/15/2012 ⁽¹⁾ | D | | 15,000 | <u>(1)</u> | 03/13/2022 | Common Stock | 15,000 |
| Incentive Stock Option | \$ 0.6 | 08/15/2012 ⁽¹⁾ | A | 15,000 | | <u>(1)</u> | 03/13/2022 | Common Stock | 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| DAMASIO JOSEPH LUIS JR 10 LEWIS COURT NEW BEDFORD, MA US 02740 | | | VP of Finance | |

Signatures

Joseph Damasio
Jr 08/17/2012

__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 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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