

CHAN CECILIA
Form 5
May 16, 2005

FORM 5

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

OMB APPROVAL

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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 *
CHAN CECILIA

2. Issuer Name and Ticker or Trading Symbol
IMMTECH INTERNATIONAL INC
[IMM]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
03/31/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President

C/O IMMTECH INTERNATIONAL INC, ONE NORTH END AVE #111

(Street)

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

6. Individual or Joint/Group Reporting
(check applicable line)

NEW YORK, NY 10282

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. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock, \$0.01 par value | 11/03/2004 | ^ | G ⁽¹⁾ | 4,300 D \$ 0 | 325,335 ⁽²⁾ / ₍₃₎ | D | ^ |
| Common Stock, \$0.01 par value | 12/29/2004 | ^ | G ⁽¹⁾ | 4,600 D \$ 0 | 325,335 ⁽²⁾ / ₍₃₎ | D | ^ |

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

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(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 (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. ... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CHAN CECILIA C/O IMMTECH INTERNATIONAL INC ONE NORTH END AVE #111 NEW YORK, NY 10282 | Â X | Â | Â Executive Vice President | Â |

Signatures

/s/ Cecilia Chan 05/16/2004
 **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) Charitable Gift
- Includes (i) 26,544 shares of common stock; (ii) 5,781 shares of common stock issuable upon the conversion of series B preferred stock; (iii) 227,312 shares of common stock issuable upon the exercise of warrants as follows: vested warrant to purchase 51,923 shares of common stock at \$6.47 per share by July 24, 2008, vested warrant to purchase 173,077 shares of common stock at \$6.47 per share by October 12, 2008, and vested warrant to purchase 2,312 shares of common stock at \$6.125 per share by September 25, 2007; and (continued on footnote 3)
- (3) (iv) 65,698 shares of common stock issuable upon the exercise of options as follows: the vested portion of 40,281 shares of an option to purchase 50,000 shares of common stock at \$2.55 per share by December 24, 2012 (option vests in 36 equal monthly installments from date of grant), the vested portion of 19,792 shares of an option to purchase 25,000 shares of common stock at \$21.66 per share by November 5, 2013 (option vests in 24 equal monthly installments from date of grant) and the vested portion of 5,625 shares of an option to purchase 20,000 shares of common stock at \$9.41 per share by September 8, 2014 (option vests in 24 equal monthly installments from date of grant).

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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.