

SORKIN ERIC L
Form 4
January 27, 2006

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 *
SORKIN ERIC L

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)
ONE NORTH END DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/25/2006

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

NEW YORK, NY 10282
(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 (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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------------------------------|------------------------------------|------------------|------------|--|------|---|-----|-----|---------------------|--------------------|---|-------------------------------------|
| Stock Option (Right to Buy) | \$ 7.85 | 01/25/2006 | X | 20,834 | | | | | (1) | 01/24/2016 | Common Stock, \$0.01 par value | 20,834 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SORKIN ERIC L ONE NORTH END DRIVE NEW YORK, NY 10282 | X | | | |

Signatures

/s/ Eric L.
Sorkin

01/27/2006

**Signature of
Reporting Person

Date

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 option vests in 24 equal monthly installments from date of grant.

20,362 shares of common stock issuable upon the conversion of series A preferred stock; 42,614 shares of common stock issuable upon the conversion of Series E preferred stock; 226,500 shares of common stock issuable upon the exercise of warrants as follows: vested warrant to purchase 36,923 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, vested warrant to purchase 9,000 shares of common stock at \$6.00 per share by February 14, 2007 (only after the series A preferred stock has been converted, and vested warrant to purchase 7,500 shares of common stock at \$10.00 per share by December 13, 2008; and 67,291 shares of common stock issuable upon the exercise of options as follows: the vested option to purchase 27,000 shares of common stock at \$4.75 per share by December 18, 2006, the vested option to purchase 22,000 shares (TO CONTINUE IN FOOTNOTE #3)

(2) (CONTINUED FROM FOOTNOTE #2) of common stock at \$14.29 per share by February 1, 2014, the vested option to purchase 972 shares of common stock at \$2.55 per share by December 24, 2007, the vested portion of 15,583 shares of an option to purchase 22,000 shares of common stock at \$11.03 per share by November 15, 2014 (option vests in 24 equal monthly installments from date of grant) and the vested portion of 1,736 shares of an option to purchase 20,834 shares of common stock at \$7.85 per share by January 24, 2016 (option vests in 24 equal monthly installments from date of grant).

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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