

Lawrence Nathan
 Form 4
 December 21, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Lawrence Nathan

2. Issuer Name and Ticker or Trading Symbol
 PRESSURE BIOSCIENCES INC
 [PBIO]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 VP of Marketing & Sales

(Last) (First) (Middle)
 51 BELMONT ST, UNIT 1, BLDG
 1
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/19/2018

SOUTH EASTON, MA 02375

(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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date
Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	D		5,000	<u>(1)</u>	07/18/2028	Common Stock	5
Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	A	5,000		<u>(2)</u>	12/19/2028	Common Stock	5
Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	D		334	<u>(1)</u>	07/18/2028	Common Stock	
Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	A	334		<u>(2)</u>	12/19/2028	Common Stock	
Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	D		1,167	<u>(1)</u>	07/18/2028	Common Stock	1
Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	A	1,167		<u>(2)</u>	12/19/2028	Common Stock	1
Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	D		500	<u>(1)</u>	07/18/2028	Common Stock	
Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	A	500		<u>(2)</u>	12/19/2028	Common Stock	
Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	D		500	<u>(1)</u>	07/18/2028	Common Stock	
Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	A	500		<u>(2)</u>	12/19/2028	Common Stock	
Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	D		1,500	<u>(1)</u>	07/18/2028	Common Stock	1
Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	A	1,500		<u>(2)</u>	12/19/2028	Common Stock	1
Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	D		5,000	<u>(1)</u>	07/18/2028	Common Stock	5
Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	A	5,000		<u>(2)</u>	12/19/2028	Common Stock	5
Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	D		3,500	<u>(1)</u>	07/18/2028	Common Stock	3
Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	A	3,500		<u>(2)</u>	12/19/2028	Common Stock	3
Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	D		5,000	<u>(1)</u>	07/18/2028	Common Stock	5

Non-Qualified Stock Option	\$ 3.4	12/19/2018 ⁽¹⁾	A	5,000	⁽²⁾	12/19/2028	Common Stock	5
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lawrence Nathan 51 BELMONT ST, UNIT 1, BLDG 1 SOUTH EASTON, MA 02375			VP of Marketing & Sales	

Signatures

/s/ Nathan P.
Lawrence

12/21/2018

**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).
- The reported transactions involved an amendment of an outstanding stock option, resulting in the deemed cancellation of the old stock option granted on July 18, 2018 and the grant of a replacement stock option dated December 19, 2018, which includes the same exercise price of \$3.40 and a new expiration date of December 19, 2028.
- (1) option granted on July 18, 2018 and the grant of a replacement stock option dated December 19, 2018, which includes the same exercise price of \$3.40 and a new expiration date of December 19, 2028.
 - (2) Stock options vest 5/36th for the first month then 1/36th per month for the remaining months for a total of 36 months.
 - (3) 2015 Nonqualified Stock Option Plan.
 - (4) 2013 Equity Incentive Plan.

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