

IMMTECH INTERNATIONAL INC
 Form 4
 September 26, 2005

FORM 4

**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).

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 *
 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)
 ONE NORTH END AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/26/2005

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

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Option Exercise for Common Stock, \$0.01 par value	09/26/2005		X		10,000	A	\$ 2.55
					347,901	(1) (2)	D

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

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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)	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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Exercise of Option (Right to Buy)	\$ 2.55	09/26/2005		X	10,000	09/01/2005	12/24/2012	Common Stock, \$0.01 par value	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHAN CECILIA ONE NORTH END AVENUE NEW YORK, NY 10282	X		Executive Vice President	

Signatures

/s/ Cecilia Chan 09/26/2005
 __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) Securities Beneficially Owned of 347,901 shares: including 52,715 shares of Common Stock and 295,186 shares of Derivative Securities. Derivative Securities include: (i) 5,781 shares of Common Stock issuable upon the conversion of Series B Convertible Preferred Stock, (ii) 225,512 shares of Common Stock issuable upon the exercise of warrants as follows: (a) vested warrant to purchase 50,123 shares of Common Stock at \$6.47 per share by July 24, 2008, (b) vested warrant to purchase 173,077 shares of Common Stock at \$6.47 per share by October 12, 2008 and (c) vested warrant to purchase 2,312 shares of Common Stock at \$6.125 per share by September 25, 2007 and (iii) 63,893 shares issuable upon the exercise of options as follows:
- (x) the vested portion of 27,226 shares of an option to purchase 30,000 shares of Common Stock at \$2.55 per share by December 24, 2012 (50,000 share option, vests in equal monthly installments over 3 years from date of grant), (y) vested option to purchase 25,000
 - (2) shares of Common Stock at \$21.66 per share by November 5, 2013 and (z) the vested portion of 11,667 shares of an option to purchase 20,000 shares of Common Stock at \$9.41 per share by September 7, 2014 (option vest 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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