SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* SQUEGLIA ANTHONY DON			2. Date of Event Requiring State (Month/Day/Yea 10/01/2007	ment	3. Issuer Name and Ticker or Trading Symbol PRO PHARMACEUTICALS INC [ PRW ]					
(Last) (First) (Middle) C/O PRO-PHARMACEUTICALS, INC.					4. Relationship of Reporting Perso (Check all applicable) Director X Officer (give title	10% Owne Other (spe	r (Moi 11/(	<ul> <li>5. If Amendment, Date of Original Filed (Month/Day/Year) 11/09/2007</li> <li>6. Individual or Joint/Group Filing (Check Applicable Line)</li> <li>X Form filed by One Reporting Person Form filed by More than One</li> </ul>		
7 WELLS AVENUE, SUITE 34 (Street) NEWTON MA 02459					A below) Chief Financial C	below) Officer	Appl			
(City)	(State)	(Zip)						Reporting Person		
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)				2. Amount of Securities Beneficially Owned (Instr. 4		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		ature of Indirect Beneficial Ownership r. 5)		
Table II - Derivative Securities Beneficially Owned         (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4)		2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise	Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
		Date Exercisable	Expiratior Date	n Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)			
Employee Stock Options <sup>(5)</sup>		11/12/2003	06/12/2013	3 Common Stock	50,000	2.92	D			
Emploee Stock Options <sup>(1)(5)</sup>		12/02/2003	12/02/2013	3 Common Stock	65,000	4.05	D			
Employee Stock Options <sup>(2)(5)</sup>		12/21/2005	12/21/2014	4 Common Stock	50,000	1.9	D			
Employee Stock Options <sup>(3)(5)</sup>		03/09/2007	03/09/2016	5 Common Stock	50,000	3.75	D			
Emploee Stock Options <sup>(4)(5)</sup>		03/08/2008	03/08/2017	7 Common Stock	100,000	1.01	D			

Explanation of Responses:

1. 26,000 options vest on 03/12/04, 13,000 vest on 06/12/04, 13,000 vest on 09/12/04, and 13,000 vest on 03/12/05.

2. 16,667 options vest on 12/21/05, 16,667 vest on 12/21/06, and 16,666 vest on 12/21/07.

3. 16,667 options vest on 03/09/07, 16,667 vest on 03/09/08, and 16,666 vest on 03/09/09.

4. 33,333 options vest on 03/08/08, 33,333 vest on 03/08/09, and 33,334 vest on 03/08/10.

5. These securities were omitted from the reporting person's original Form 3.

/s/ Anthony Don Squeglia

\*\* Signature of Reporting Person

12/21/2007 Date

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

 $\ast$  If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.