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* <u>ESBER HENRY JEMIL</u>		2. Date of Event Requiring State (Month/Day/Yea 11/17/2006	ment	3. Issuer Name and Ticker or Trading Symbol PRO PHARMACEUTICALS INC [PRW]						
(Last) (First) (Middle) 38 ANGELL BROOK DRIVE				4. Relationship of Reporting Perso (Check all applicable) X Director		on(s) to Issuer 10% Owner		5. If Amendment, Date of Original Filed (Month/Day/Year)		
(Street) WEST BOYLSTON (City) (State)	01853 (Zip)				Officer (give title below)	Other (spe below)			cable Line) Form filed by	/Group Filing (Check y One Reporting Person y More than One erson
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)				2. Amount of Securities Beneficially Owned (Instr. 4)				4. Nature of Indirect Beneficial Ownership (Instr. 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 Securit Underlying Derivative Securit		4. Convers or Exerc	cise	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Date Exercisable	Expiration Date	n Title		Amount or Number of Shares	Price of Derivati Security	ive	or Indirect (I) (Instr. 5)	
Employee Stock Option *	(Right to Buy)	05/08/2003	05/08/2006	6	Common Stock	10,000	3.5		D	
Explanation of Responses:										

Remarks:

* Consulting Award granted under 2001 Stock Incentive Plan and prior to election as a Director.

<u>/s/ Marueen Foley, attorney in</u> <u>fact for Esber J. Henry</u>

03/02/2007

** Signature of Reporting Person Date

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

* 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.