FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See

Instruction 1(b)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 OMB Number: Estimated average burden

0.5

hours per response

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

			or Section 30(II) of the investment Company Act of 1940								
1. Name and Addre	1 8	Person*	2. Issuer Name and Ticker or Trading Symbol <u>PRO PHARMACEUTICALS INC</u> [PRWP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner							
(Last) 425 JANISH DI	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/30/2010	X Director X 10% Owner Officer (give title Other (specify below) below)							
(Street) SANDPOINT (City)	POINT ID 83864 (State) (Zip)		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X 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										

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

 2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)			Derivativ Securitie Acquired or Dispos of (D) (In	re IS (A) sed str.	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
\$0. 5	04/30/2010		Р		155,000		(1)	(1)	Common Stock	620,000	\$2 ⁽²⁾	1,815,000	I	By 10X Fund, LP ⁽³⁾ (4)(5)
\$0. 5	04/30/2010		Р		1		04/30/2010	04/30/2015	Common Stock	310,000	\$0 ⁽²⁾	10	I	By 10X Fund, LP ⁽³⁾ (4)(5)
\$0.5	04/30/2010		р		1		04/30/2010	04/30/2015	Common Stock	310,000	\$0 ⁽²⁾	10	I	By 10X Fund, LP ⁽³⁾ (4)(5)
\$0.5	04/30/2010		Р		1		04/30/2010	04/30/2015	Common Stock	1,240,000	\$0 ⁽²⁾	10	Ι	By 10X Fund, LP ⁽³⁾ (4)(5)
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Explanation of Responses:

1. Each share of Series B-2 Convertible Preferred Stock is convertible into four shares of Issuer's common stock at a conversion price of \$0.50 per share (subject to customary anti-dilution protection adjustments) at the option of (a) the holder, at any time and (b) Issuer, at any time after April 30, 2011 (and upon 10 days notice) if the Issuer's common stock is quoted at or above \$1.50 per share for 15 consecutive trading days and an effective registration statement regarding the underlying shares of Issuer's common stock is in effect (subject to certain monthly volume limits). The shares of Series B-2 Convertible Preferred Stock do not expire. 2. On April 30, 2010, 10X Fund, L.P. purchased (a) 155,000 shares of Series B-2 Preferred Stock, (b) one Class A-1 Warrant to purchase 310,000 shares of Common Stock for \$0.50 per share, (c) one Class A-2

Warrant to purchase 310,000 shares of Common Stock for \$0.50 per share, and (d) one Class B Warrant to purchase 1,240,000 shares of Common Stock for \$0.50 per share, for aggregate consideration of \$310,000. 3. Reporting Person is a managing member of 10X Capital Management, LLC, a Florida limited liability company acting as the general partner of 10X Fund, L.P., a Delaware limited partnership, and as such, may be deemed to have indirect beneficial ownership of all or a portion of the securities owned directly by 10X Fund, L.P., such portion being equal to 10X Capital Management, LLC's (a) 20% interest in the profits of 10X Fund, L.P., (b) interest in any securities which are used to pay a 2% annual management fee to 10X Capital Management, LLC, and (c) interest in one-half of the Class B Warrants acquired by 10X Fund, L.P. in all closings other than the initial closing held on February 12, 2009, less one Class B Warrant which 10X Capital Management, LLC has committed to reallocate to investors in all prior closings until each such investor has one (1) additional Class B Warrant for each dollar invested.

4. Any such deemed indirect beneficial ownership may also be reduced by Mr. Czirr's proportional ownership in 10X Capital Management, LLC. Mr. Czirr disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

5. Excludes (i) up to 285,000 shares of Series B-2 Preferred Stock convertible into 1,140,000 shares of Common Stock; (ii) Class A-1 Warrants exercisable to purchase up to 570,000 shares of Common Stock; (iii) Class A-2 Warrants exercisable to purchase up to 570,000 shares of Common Stock; and (iv) Class B Warrants exercisable to purchase up to 2,280,000 shares of Common Stock that 10X Fund, L.P. may purchase from Issuer within 60 days of the date hereof pursuant to a Securities Purchase Agreement dated February 12, 2009, as amended on August 11, 2009 and February 11, 2010, between Issuer and 10X Fund, L.P.

> Robert J. Mottern, as attorney in 05/05/2010 fact for James C. Czirr

** 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 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).

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.