

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 2)**

PRO-PHARMACEUTICALS, INC.

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(Name of Issuer)

Common Stock, \$.001 par value

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(Title of Class of Securities)

74267T109

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(CUSIP Number)

December 31, 2003

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

- 
1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

James C. Czirr

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2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) ☐  
(b) ☒
- 

3. SEC Use Only
- 

4. Citizenship or Place of Organization

United States

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5. Sole Voting Power  
4,810,868
- 

- NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. Shared Voting Power  
0
- 

7. Sole Dispositive Power  
4,810,868
- 

8. Shared Dispositive Power  
0
- 

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,810,868

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10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

☐

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11. Percent of Class Represented by Amount in Row (9)

20.0%

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12. Type of Reporting Person (See Instructions)

IN

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**Item 1(a). Name of Issuer:**

Pro-Pharmaceuticals, Inc.

**Item 1(b). Address of Issuer's Principal Executive Offices:**189 Wells Avenue  
Newton, MA 02459**Item 2(a). Name of Person Filing:**

James C. Czirr

**Item 2(b). Address of Principal Business Office or, if None, Residence:**425 Janish Drive  
Sandpoint, ID 83864**Item 2(c). Citizenship:**

United States

**Item 2(d). Title of Class of Securities:**

Common Stock, \$.001 par value

**Item 2(e). CUSIP Number:**

74267T109

**Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**

- (a) ☐ Broker or dealer registered under Section 15 of the Exchange Act.
- (b) ☐ Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) ☐ Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) ☐ Investment company registered under Section 8 of the Investment Company Act.
- (e) ☐ An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) ☐ An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) ☐ A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j) ☐ Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Not Applicable

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:	4,810,868*
(b) Percent of class:	20.0**
(c) Number of shares as to which the person has:	
(i) Sole power to vote or direct the vote:	4,810,868
(ii) Shared power to vote or to direct the vote:	0
(iii) Sole power to dispose or to direct the disposition of:	4,810,868
(iv) Shared power to dispose or to direct the disposition of:	0

\* Includes 31,100 shares owned by minor children of Mr. Czirr, as to which Mr. Czirr disclaims beneficial ownership.

\*\* Based on 24,054,300 shares outstanding as of December 22, 2003.

**Item 5. Ownership of Five Percent or Less of a Class.**

Not Applicable

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not Applicable

**Item 8. Identification and Classification of Members of the Group.**

Not Applicable

**Item 9. Notice of Dissolution of Group.**

Not Applicable

**Item 10.      Certification.**  
Not Applicable

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 11, 2004

/s/ James C. Czirr

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James C. Czirr