FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL								
OMB Number:	3235-028							
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0.5

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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

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*  CZIRR JAMES C					2. Issuer Name <b>and</b> Ticker or Trading Symbol PRO PHARMACEUTICALS INC [ PRW ]								Relationship of Reporting Person(s) to Issuer (Check all applicable)     Director						
(Last) 425 JAN	(F ISH DRIV	,	Middle)			3. Date of Earliest Transaction (Month/Day/Year) 06/01/2006										Officer (give title pelow)		Other below	(specify )
(Street) SANDPO			33864 Zip)		4. If <i>i</i>	4. If Amendment, Date of Original Filed (Month/Day/Year)									Forn Forn	ridual or Joint/Group Filing (Check Applicable  Form filed by One Reporting Person  Form filed by More than One Reporting  Person			
		Tabl	e I - No	n-Deriv	ative	Sec	uritie	s Acc	quired	, Dis	posed o	f, or E	Benefic	cially	Own	ed			
Dat			2. Transac Date (Month/Da	/Day/Year) i		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4 5)			and Securities Beneficially Owned Following		ies cially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
						Code	v	Amount	(A) (D)	or Pric	e	Report Transa (Instr. 3	ction(s)			(Instr. 4)			
Common Stock 06/				06/01/	/2006				S <sup>(1)</sup>		20,000	I	\$3.	22 <sup>(2)</sup>	0		D		
Common Stock															4,2	52,268		D	
Common Stock														30	5,400		I	By children <sup>(3)</sup>	
Common Stock															39	0,000		I	By trust
		Та									osed of, onvertib				wned				
1. Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security  Date (Month/Day/Year)   Execution Date, if any (Month/Day/Year)   8		4. Transac Code (li 8)	nstr.	5. Nu of Deriv Secu Acqu (A) of Dispo of (D) (Instrand 5	rative rities ired r osed ) : 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)  Date Expiration Exercisable Date			7. Title Amoun Securi Under Deriva Securi and 4)	nt of ties lying tive ty (Instr. :	nt er		9. Number of derivative Securities Securities Beneficially Owned Following Reported Transactior (Instr. 4)	/ Di Or Or (I)	). wnership orm: rect (D) · Indirect (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		

## **Explanation of Responses:**

- 1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 21, 2006.
- 2. Weighted average of multiple sales at prices ranging from \$3.15 to \$3.27.
- 3. The reporting person disclaims beneficial ownership of all shares held by his children, and this report should not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

<u>/s/ James C. Czirr</u> <u>06/02/2006</u>

Date

\*\* Signature of Reporting Person

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.