Instruction 1(b).

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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

Name and Address of Reporting Person* FOLEY MAUREEN						2. Issuer Name and Ticker or Trading Symbol PRO PHARMACEUTICALS INC PRWP.OB]								II applic Directo	able)	10% Owner		ner	
(Last)	•	(First) (Middle)				3. Date of Earliest Transaction (Month/Day/Year) 04/21/2009								X Onlicer (give title below) Chief Operating Officer					
7 WELLS AVENUE, SUITE 34.						4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable					
(Street) NEWTON MA 02			02459	4.	4. II Americinent, Date of Original Flied (Month/Day/Year)								X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City) (State) (Zip)																			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
Date			ransaction e nth/Day/Y	ear)	2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Disp Code (Instr. 5)		Disposed	ties Acquire d Of (D) (Ins		nd Securitie Beneficia Owned F		es Formally (D) Following (I) (I		: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership		
								Code	v	Amount	(A) or (D)	Price	Ti	eported ransacti nstr. 3 a	tion(s)		"	Instr. 4)	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year	4. Transactio Code (Inst				6. Date Exercisa Expiration Date (Month/Day/Yea			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)		9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	e s Illy	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable		xpiration ate	Title	Amount or Number of Shares							
Employee Stock Option (right to buy)	\$0.48	04/21/2009		A		75,000		04/21/2009	0	4/21/2014	Common Stock	75,000		\$0	75,000	0	D		

Explanation of Responses:

/s/ Maureen Foley

04/24/2009

** 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.