

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0362
Estimated average burden hours per response:	1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

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* <b>CZIRR JAMES C</b>			2. Issuer Name and Ticker or Trading Symbol <b>PRO PHARMACEUTICALS INC [ prw ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <b>12/31/2007</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
425 JANISH DR			4. If Amendment, Date of Original Filed (Month/Day/Year) <b>02/07/2008</b>					
(Street) <b>SANDPOINT ID 83864</b>								
(City) (State) (Zip)								

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
common stock	12/28/2007		G4	198,000 <sup>(1)</sup>	D	\$0	3,970,268	D	
common	12/28/2007		G4	198,000 <sup>(1)</sup>	A	\$0	616,200 <sup>(2)</sup>	I	By Trust and Minor Childred <sup>(2)</sup>
common stock	12/28/2007		G4	2,000	D	\$0	3,970,268	D	

**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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 Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Series A 12% Convertible Preferred Shares	\$1 <sup>(3)</sup>	11/09/2007		P	100,000		05/08/2008	(3)	Common Stock	100,000	\$1 <sup>(4)</sup>	100,000	D	
Common Stock Warrant (right to buy)	\$1.5	11/09/2007		P	100,000		05/08/2008	11/09/2011	Common Stock	100,000	\$1.5 <sup>(4)</sup>	100,000	D	
Common Stock Warrant (right to buy)	\$2	11/09/2007		P	100,000		05/08/2008	11/09/2011	Common Stock	100,000	\$2 <sup>(4)</sup>	100,000	D	

**Explanation of Responses:**

- The reporting person contributed 198,000 shares of ProPharmaceuticals common stock to an irrevocable charitable remainder trust of which the reporting person is the trustee and sole non-charitable beneficiary
- 588,000 shares owned by Trust, 28,200 shares owned by minor child
- The Series A 12% Convertible Preferred Stock (i) accrues interest at 12% per annum payable at the issuer's option in cash or shares of the issuer's common stock valued per share at the higher of \$1.00 or 100% of the value weighted average price of the issuer's common stock for the 20 consecutive trading days prior to the applicable dividend payment date, (ii) is convertible at any time at the option of the holder to one share of the issuer's common stock, subject to adjustment in the event of a stock dividend, stock split or combination, reclassification or similar event, (iii) is subject to the issuer's right to require conversion if the closing price of the issuer's common stock exceeds \$3.00 for 15 consecutive trading days and a registration statement covering the resale of the shares of common stock issuable upon such mandatory conversion is then in effect, and (iv) has no expiration date.
- The reported securities are included within 100,000 Units purchased by the reporting person for \$1.00 per Unit. Each Unit consists of one share of Series A 12% Convertible Preferred Stock, one warrant exercisable for \$1.50 to purchase one share of the issuer's common stock, and one warrant exercisable for \$2.00 to purchase one share of the issuer's common stock.

/s/ James C Czirr

02/07/2008

\*\* 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.