CHAN CECILIA Form 5

May 16, 2005

\$0.01 par value

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer CHAN CECILIA Symbol IMMTECH INTERNATIONAL INC (Check all applicable) [IMM] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X_ Director 10% Owner _X__ Officer (give title Other (specify (Month/Day/Year) below) below) 03/31/2005 Executive Vice President C/O IMMTECH INTERNATIONAL INC, ONE NORTH END AVE #111 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) NEW YORK, NYÂ 10282 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) Amount (D) Price Common Stock, $325,335 \stackrel{(2)}{=}$ Â Â 11/03/2004 $G^{(1)}$ 4,300 D \$0 D (3) \$0.01 par value Common $325,335^{(2)}$ Stock, 12/29/2004 Â $G^{(1)}$ 4,600 D \$0 D Â

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Of D So

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	/. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	int of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities	S		(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
									or	
						Date Exercisable	Expiration Date	Title	Number	
									of	
					(A) (D)				Shares	
					(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

CHAN CECILIA C/O IMMTECH INTERNATIONAL INC ONE NORTH END AVE #111 NEW YORK, NYÂ 10282

 \hat{A} X \hat{A} \hat{A} Executive Vice President \hat{A}

Signatures

/s/ Cecilia Chan 05/16/2004

**Signature of Pate Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Charitable Gift
 - Includes (i) 26,544 shares of common stock; (ii) 5,781 shares of common stock issuable upon the conversion of series B preferred stock; (iii) 227,312 shares of common stock issuable upon the exercise of warrants as follows: vested warrant to purchase 51,923 shares of
- (2) common stock at \$6.47 per share by July 24, 2008, vested warrant to purchase 173,077 shares of common stock at \$6.47 per share by October 12, 2008, and vested warrant to purchase 2,312 shares of common stock at \$6.125 per share by September 25, 2007; and (continued on footnote 3)
 - (iv) 65,698 shares of common stock issuable upon the exercise of options as follows: the vested portion of 40,281 shares of an option to purchase 50,000 shares of common stock at \$2.55 per share by December 24, 2012 (option vests in 36 equal monthly installments from date of grant), the vested portion of 19,792 shares of an option to purchase 25,000 shares of common stock at \$21.66 per share by
- November 5, 2013 (option vests in 24 equal monthly installments from date of grant) and the vested portion of 5,625 shares of an option to purchase 20,000 shares of common stock at \$9.41 per share by September 8, 2014 (option vests in 24 equal monthly installments from date of grant).

Reporting Owners 2

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Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.