LEE LEVI HONG KAYE

Form 4

November 14, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

burden hours per response... 0.5

30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LEE LEVI HONG KAYE

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

IMMTECH INTERNATIONAL INC

Issuer

[IMM]

(Check all applicable)

(Last)

3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

1405 CRAWFORD HOUSE,, 70

(First)

(Street)

(State)

QUEEN'S ROAD CENTRAL

(Middle)

(Zip)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

11/11/2005

X Form filed by One Reporting Person Form filed by More than One Reporting

K3 PRC

(City)

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

2. Transaction Date 2A. Deemed 1.Title of Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

Code V Amount (D)

6. Ownership 7. Nature of Form: Direct Indirect Beneficially (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

Reported (A) or

Transaction(s) (Instr. 3 and 4) Price

Securities

Following

Owned

Common

value

Stock, 11/11/2005 \$0.01 par

P

248,395 (1) (2) D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	e Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	Derivative		Securities		(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and 4)			Owne	
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Exercisable	Expiration Date	Title	or Namel		
									Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

10% Owner Officer Other Director

LEE LEVI HONG KAYE 1405 CRAWFORD HOUSE, 70 OUEEN'S ROAD CENTRAL K3 PRC



Signatures

/s/ Levi Hong 11/14/2005 Kaye Lee

**Signature of Reporting 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).

Securities Beneficially Owned of 248,395 shares: including 137,296 shares of Common Stock and 111,099 shares of Derivative Securities. Derivative Securities include: 11,312 shares of common stock (beneficially owned by wife) issuable upon conversion of Series A Convertible Preferred Stock, 9,050 shares of Common Stock issuable upon conversion of Series C Convertible Preferred Stock, 42,987 shares of Common Stock (beneficially owned by wife) issuable upon conversion of Series C Convertible Preferred Stock, and 47,750 shares of Common Stock issuable upon the exercise of options as follows: an option to purchase 20,000 shares of Common Stock at

- \$21.66 per share by November 5, 2013 (END OF FIRST PART OF FOOTNOTE)
- (BEGINNING OF SECOND PART OF FOOTNOTE) the vested portion of 17,250 shares of an option to purchase 18,000 shares of Common Stock at \$14.29 per share by February 2, 2014 (options vest in equal monthly installments over 24 months from date of grant), and the vested portion of 10,500 shares of an option to purchase 18,000 shares of Common Stock at \$11.03 per share by November 16, 2014 (options vest in equal monthly installments over 24 months from date of grant).

Note: File three copies of this Form, one of which must be manually signed. If space 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.

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