

IMMTECH PHARMACEUTICALS, INC.

Form 5

May 12, 2006

FORM 5

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

OMB APPROVAL

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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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
SORKIN ERIC L

(Last) (First) (Middle)

ONE NORTH END AVENUE

(Street)

NEW YORK, NY 10282

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
IMMTECH PHARMACEUTICALS, INC. [IMM]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
03/31/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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 Ownership (Instr. 4)
Common Stock, \$0.01 par value	09/15/2005	^	G ⁽¹⁾	200 D \$ 0	431,302 ⁽³⁾ <u>(4)</u>	D	^
Common Stock, \$0.01 par value	12/15/2005	^	G ⁽²⁾	103 D \$ 0	431,302 ⁽³⁾ <u>(4)</u>	D	^

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is F (I
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SORKIN ERIC L ONE NORTH END AVENUE NEW YORK, NY 10282	Â X	Â	Â CEO	Â

Signatures

/s/ Eric L. Sorkin 05/12/2006

**Signature of 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) Gift to non-resident family relative.
- (2) Gift to non-resident family relative.

- (3) Includes (i) 47,812 shares of Common Stock, (ii) 20,362 shares of Common Stock issuable upon the conversion of Series A Convertible Preferred Stock, (iii) 12,500 shares of Common Stock upon the conversion of Series B Convertible Preferred Stock, (iv) 53,267 shares of Common Stock issuable upon the conversion of Series E Convertible Preferred Stock, (v) 226,500 shares of Common Stock issuable upon the exercise of warrants as follows: (a) vested warrant to purchase 36,923 shares of common stock at \$6.47 per share by July 24, 2008, (b) vested warrant to purchase 173,077 shares of Common Stock at \$6.47 per share by October 12, 2008, (c) vested warrant to purchase 9,000 shares of Common Stock at \$6.00 per share by February 14, 2007 (only after the series A preferred stock has been converted) and (d) vested warrant to purchase 7,500 shares of Common Stock at \$10.00 per share by December 13, 2008, and (CONTINUES IN NEXT FOOTNOTE)
- (4) (CONTINUED FROM PREVIOUS FOOTNOTE) (vi) 70,861 shares of Common Stock issuable upon the exercise of options as follows: (a) vested option to purchase 27,000 shares of Common Stock at \$4.75 per share by December 18, 2006, (b) vested option to purchase

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22,000 shares of Common Stock at \$14.29 per share by February 1, 2014, (c) vested option to purchase 972 shares of Common Stock at \$2.55 per share by December 24, (d) vested portion of 17,417 shares of an option to purchase 22,000 shares of Common Stock at \$11.03 per share by November 15, 2014 (option vests in 24 equal monthly installments from date of grant) and (e) vested portion of 3,472 shares of an option to purchase 20,834 shares of Common Stock at \$7.85 per share by January 24, 2016 (option vests in 24 equal monthly installments from date of grant).

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.