

IMMTECH PHARMACEUTICALS, INC.

Form 5

May 12, 2006

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362

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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 *
THOMPSON T STEPHEN

(Last) (First) (Middle)

150 FAIRWAY DRIVE, SUITE 150

(Street)

VERNON HILLS, IL 60061

(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)
 President

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)	(A) or (D)	Price	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	11/09/2005	^	G ⁽¹⁾	520	D	\$ 0	533,779 ⁽⁴⁾ / ₍₅₎	D	^
Common Stock, \$0.01 par value	11/09/2005	^	G ⁽²⁾	520	D	\$ 0	533,779 ⁽⁴⁾ / ₍₅₎	D	^

Common Stock, \$0.01 par value 11/09/2005 \hat{A} G⁽³⁾ 512 D \$ 0 533,779⁽⁴⁾₍₅₎ D \hat{A}

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

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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 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. Other
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMPSON T STEPHEN 150 FAIRWAY DRIVE SUITE 150 VERNON HILLS, IL 60061	\hat{A} X	\hat{A}	\hat{A} President	\hat{A}

Signatures

/s/ T. Stephen Thompson 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 Bucknell University
 - (2) Gift to First Presbyterian Church
 - (3) Gift to University of Virginia

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Includes (i) 292,244 shares of Common Stock, of which 3,000 shares are beneficially owned by reporting person's wife, (ii) 45,249 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) 2,841 shares of Common Stock upon the conversion of Series E Convertible Preferred Stock, (v) 25,500 shares of Common Stock issuable upon the exercise of warrants as follows: (a) vested warrant to purchase 20,000 shares of Common Stock at \$6.00 per share by February 14, 2007 (only after the series A preferred stock has been converted), (b) vested warrant to purchase 5,000 shares of Common Stock at \$6.125 per share by September 25, 2007, and (c) vested warrant to purchase 500 shares of Common Stock at \$10.00 per share by December 13, 2008, and (CONTINUES IN NEXT FOOTNOTE)

(CONTINUED FROM PREVIOUS FOOTNOTE) (vi) 155,445 shares of Common Stock issuable upon the exercise of options as follows: (a) vested option to purchase 14,195 shares of Common Stock at \$1.74 per share by April 16, 2008, (b) vested option to purchase 75,000 shares of Common Stock at \$2.55 per share by December 24, 2012, (c) vested option to purchase 40,000 shares of Common Stock at \$21.66 per share by November 5, 2013 and (d) vested portion of 26,250 shares of an option to purchase 30,000 shares of Common Stock at \$9.41 per share by September 7, 2014 (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.